

# O'HANLON, McCOLLOM & DEMERATH

ATTORNEYS AND COUNSELORS AT LAW

808 WEST AVENUE  
AUSTIN, TEXAS 78701  
TELEPHONE: (512) 494-9949  
FACSIMILE: (512) 494-9919

**KEVIN O'HANLON**  
CERTIFIED, CIVIL APPELLATE  
CERTIFIED, CIVIL TRIAL

**LESLIE McCOLLOM**  
CERTIFIED, CIVIL APPELLATE  
CERTIFIED, LABOR AND EMPLOYMENT  
TEXAS BOARD OF LEGAL SPECIALIZATION

**JUSTIN DEMERATH**

January 10, 2017

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

RE: Application to the Andrews Independent School District from Goodrich Solar, LLC  
**(First Qualifying Year 2018, First Value Limitation Year 2019)**

To the Local Government Assistance & Economic Analysis Division:

By copy of this letter transmitting the application for review to the Comptroller's Office, the Andrews Independent School District is notifying Goodrich Solar, LLC of its intent to consider the application for appraised value limitation on qualified property should a positive certificate be issued by the Comptroller. The Applicant submitted the Application to the school district on November 8, 2016. The Board voted to accept the application on November 8, 2016. The application has been determined complete as of January 9, 2017. The Applicant has provided the schedules in both electronic format and paper copies. The electronic copy is identical to the hard copy that will be hand delivered. The Applicant has requested that the value limitation begin in 2019. Please prepare the economic impact report.

The Applicant has requested that a portion of Tab 11, specifically the detailed layout of the planned solar farm, be kept confidential until such time the Board votes to approve the application. In accordance with 34 TAC 9.1053, the information that is the subject of this request is segregated from the materials submitted contemporaneously with this application, that is, the proprietary commercial information regarding the competitive siting decisions for the possible project and proprietary information regarding the proposed layout of the project. The confidential materials are being submitted separately to protect against unintended disclosure. The maps depicting the planned location of the project display proprietary commercial information regarding the specific location of the possible project and the nature of the business that will be conducted at the site. The materials are protected by the trade secret exception set forth in Texas Government Code §552.110.

Letter to Local Government Assistance & Economic Analysis Division

January 10, 2017

Page 2 of 2

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

Sincerely,

A handwritten signature in black ink, appearing to read "Kevin O'Hanlon". The signature is stylized and somewhat cursive.

Kevin O'Hanlon  
School District Consultant

Cc: Andrews County Appraisal District  
Goodrich Solar, LLC



**Whatley Solar Ranch LLC**  
Chapter 313 Application to Andrews ISD

---

**CHECKLIST ITEM #1**

Application

See attached.



# Application for Appraised Value Limitation on Qualified Property

(Tax Code, Chapter 313, Subchapter B or C)

Economic Development  
and Analysis  
**Form 50-296-A**

**INSTRUCTIONS:** This application must be completed and filed with the school district. In order for an application to be processed, the governing body (school board) must elect to consider an application, but — by Comptroller rule — the school board may elect to consider the application only after the school district has received a completed application. Texas Tax Code, Section 313.025 requires that any completed application and any supplemental materials received by the school district must be forwarded within seven days to the Comptroller of Public Accounts.

If the school board elects to consider the application, the school district must:

- notify the Comptroller that the school board has elected to consider the application. This notice must include:
  - the date on which the school district received the application;
  - the date the school district determined that the application was complete;
  - the date the school board decided to consider the application; and
  - a request that the Comptroller prepare an economic impact analysis of the application;
- provide a copy of the notice to the appraisal district;
- must complete the sections of the application reserved for the school district and provide information required in the Comptroller rules located at 34 Texas Administrative Code (TAC) Section 9.1054; and
- forward the original hard copy of the completed application to the Comptroller in a three-ring binder with tabs, as indicated on page 9 of this application, separating each section of the documents, in addition to an electronic copy on CD. See 34 TAC Chapter 9, Subchapter F.

The governing body may, at its discretion, allow the applicant to supplement or amend the application after the filing date, subject to the restrictions in 34 TAC Chapter 9, Subchapter F.

When the Comptroller receives the notice and required information from the school district, the Comptroller will publish all submitted application materials on its website. The Comptroller is authorized to treat some application information as confidential and withhold it from publication on the Internet. To do so, however, the information must be segregated and comply with the other requirements set out in the Comptroller rules. For more information, see guidelines on Comptroller's website.

The Comptroller will independently determine whether the application has been completed according to the Comptroller's rules (34 TAC Chapter 9, Subchapter F). If the Comptroller finds the application is not complete, the Comptroller will request additional materials from the school district. Pursuant to 9.1053(a)(1)(C), requested information shall be provided within 20 days of the date of the request. When the Comptroller determines that the application is complete, it will send the school district a notice indicating so. The Comptroller will determine the eligibility of the project, issue a certificate for a limitation on appraised value to the school board regarding the application and prepare an economic impact evaluation by the 90th day after the Comptroller receives a complete application—as determined by the Comptroller.

The school board must approve or disapprove the application not later than the 150th day after the application review start date (the date the application is finally determined to be complete), unless an extension is granted. The Comptroller and school district are authorized to request additional information from the applicant that is reasonably necessary to issue a certificate, complete the economic impact evaluation or consider the application at any time during the application review period.

Please visit the Comptroller's website to find out more about the program at [www.texasahead.org/tax\\_programs/chapter313/](http://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

November 8, 2016  
Date Application Received by District

Bobby  
First Name  
Superintendent  
Title

Azam  
Last Name

Andrews Independent School District  
School District Name  
405 NW 3rd St  
Street Address

Andrews  
City  
432-523-3640  
Phone Number

Texas 79714  
State ZIP  
  
Fax Number

Mobile Number (optional)  Email Address

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

**SECTION 1: School District Information (continued)**

**3. Authorized School District Consultant (If Applicable)**

Bob	Popinski
First Name	Last Name
Associate	
Title	
Moak Casey	
Firm Name	
512-485-7878	
Phone Number	Fax Number
	bpopinski@moakcasey.com
Mobile Number (optional)	Email Address
	January 9, 2017

4. On what date did the district determine this application complete? ..... January 9, 2017
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)**

Bryan	Schueler	
First Name	Last Name	
Senior Vice President, Development	Invenergy LLC	
Title	Organization	
One South Wacker Drive, Suite 1900		
Street Address		
One South Wacker Drive, Suite 1900		
Mailing Address		
Chicago	IL	60606
City	State	ZIP
(312) 582-1421		
Phone Number	Fax Number	
	BSchueler@invenergyllc.com	
Mobile Number (optional)	Business Email Address	

2. Will a company official other than the authorized company representative be responsible for responding to future information requests? .....  Yes  No
- 2a. If yes, please fill out contact information for that person.

_____	_____	
First Name	Last Name	
_____	_____	
Title	Organization	
_____	_____	
Street Address		
_____	_____	
Mailing Address		
_____	_____	
City	State	ZIP
_____	_____	_____
Phone Number	Fax Number	
_____	_____	
Mobile Number (optional)	Business Email Address	

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

**SECTION 2: Applicant Information (continued)**

**4. Authorized Company Consultant (If Applicable)**

Evan \_\_\_\_\_ Horn \_\_\_\_\_  
 First Name Last Name  
 Agent \_\_\_\_\_  
 Title  
 Ryan, LLC \_\_\_\_\_  
 Firm Name  
 (512) 476-0022 \_\_\_\_\_ (512) 476-0033 \_\_\_\_\_  
 Phone Number Fax Number  
 Evan.Horn@ryan.com \_\_\_\_\_  
 Business Email Address

**SECTION 3: Fees and Payments**

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

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

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

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

2. Will any "payments to the school district" that you may make in order to receive a property tax value limitation agreement result in payments that are not in compliance with Tax Code §313.027(i)?  Yes  No  N/A

3. If "payments to the school district" will only be determined by a formula or methodology without a specific amount being specified, could such method result in "payments to the school district" that are not in compliance with Tax Code §313.027(i)?  Yes  No  N/A

**SECTION 4: Business Applicant Information**

1. What is the legal name of the applicant under which this application is made? Whatley Solar Ranch LLC

2. List the Texas Taxpayer I.D. number of entity subject to Tax Code, Chapter 171 (11 digits) 32061639095

3. List the NAICS code 221114

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:
 

<input checked="" type="checkbox"/> Land has no existing improvements	<input type="checkbox"/> Land has existing improvements ( <i>complete Section 13</i> )
<input type="checkbox"/> Expansion of existing operation on the land ( <i>complete Section 13</i> )	<input type="checkbox"/> Relocation within Texas

**SECTION 8: Limitation as Determining Factor**

1. Does the applicant currently own the land on which the proposed project will occur?  Yes  No
2. Has the applicant entered into any agreements, contracts or letters of intent related to the proposed project?  Yes  No
3. Does the applicant have current business activities at the location where the proposed project will occur?  Yes  No
4. Has the applicant made public statements in SEC filings or other documents regarding its intentions regarding the proposed project location?  Yes  No
5. Has the applicant received any local or state permits for activities on the proposed project site?  Yes  No
6. Has the applicant received commitments for state or local incentives for activities at the proposed project site?  Yes  No
7. Is the applicant evaluating other locations not in Texas for the proposed project?  Yes  No
8. Has the applicant provided capital investment or return on investment information for the proposed project in comparison with other alternative investment opportunities?  Yes  No
9. Has the applicant provided information related to the applicant's inputs, transportation and markets for the proposed project?  Yes  No
10. Are you submitting information to assist in the determination as to whether the limitation on appraised value is a determining factor in the applicant's decision to invest capital and construct the project in Texas?  Yes  No

**Chapter 313.026(e) states "the applicant may submit information to the Comptroller that would provide a basis for an affirmative determination under Subsection (c)(2)." If you answered "yes" to any of the questions in Section 8, attach supporting information in Tab 5.**

**SECTION 9: Projected Timeline**

- 1. Application approval by school board ..... Q2 2017
  - 2. Commencement of construction ..... Q2 2017
  - 3. Beginning of qualifying time period ..... 2017
  - 4. First year of limitation ..... 2019
  - 5. Begin hiring new employees ..... Q1 2018
  - 6. Commencement of commercial operations ..... Q2 2018
  - 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? ..... Q2 2018

**SECTION 10: The Property**

- 1. Identify county or counties in which the proposed project will be located Andrews County, Texas
- 2. Identify Central Appraisal District (CAD) that will be responsible for appraising the property Andrews County Appraisal District
- 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>Andrews Co., 100%, .4805</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>Andrews Hosp Dist., 100%, .54172</u> <small>(Name, tax rate and percent of project)</small>	Water District: <u>N/A</u> <small>(Name, tax rate and percent of project)</small>
Other (describe): <u>Andrews Co RD&amp;BR, 100%, .0850</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/](http://www.texasahead.org/tax_programs/chapter313/).

- 1. At the time of application, what is the estimated minimum qualified investment required for this school district? ..... 30,000,000.00
  - 2. What is the amount of appraised value limitation for which you are applying? ..... 30,000,000.00
- 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? December 15, 2016

**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 2016  
 (year)

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

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

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

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

6. Do you intend to request that the governing body waive the minimum new qualifying job creation requirement, as provided under Tax Code §313.025(f-1)? .....  Yes     No

6a. If yes, attach evidence in **Tab 12** documenting that the new qualifying job creation requirement above exceeds the number of employees necessary for the operation, according to industry standards.

7. Attach in **Tab 13** the four most recent quarters of data for each wage calculation below, including documentation from the TWC website. The final actual statutory minimum annual wage requirement for the applicant for each qualifying job — which may differ slightly from this estimate — will be based on information from the four quarterly periods for which data were available at the time of the application review start date (date of a completed application). See TAC §9.1051(21) and (22).

a. Average weekly wage for all jobs (all industries) in the county is ..... 1,107.25

b. 110% of the average weekly wage for manufacturing jobs in the county is ..... 920.98

c. 110% of the average weekly wage for manufacturing jobs in the region is ..... 1,108.08

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? ..... 47,890.70

10. What is the annual wage you are committing to pay for each of the new qualifying jobs you create on the qualified property? ..... 47,890.70

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

12. Do you intend to satisfy the minimum qualifying job requirement through a determination of cumulative economic benefits to the state as provided by §313.021(3)(F)? .....  Yes     No

12a. If yes, attach in **Tab 12** supporting documentation from the TWC, pursuant to §313.021(3)(F).

13. Do you intend to rely on the project being part of a single unified project, as allowed in §313.024(d-2), in meeting the qualifying job requirements? .....  Yes     No

13a. If yes, attach in **Tab 6** supporting documentation including a list of qualifying jobs in the other school district(s).

**SECTION 15: Economic Impact**

1. Complete and attach Schedules A1, A2, B, C, and D in **Tab 14**. Note: Excel spreadsheet versions of schedules are available for download and printing at URL listed below.

2. Attach an Economic Impact Analysis, if supplied by other than the Comptroller's Office, in **Tab 15**. (*not required*)

3. If there are any other payments made in the state or economic information that you believe should be included in the economic analysis, attach a separate schedule showing the amount for each year affected, including an explanation, in **Tab 15**.

Tab 2

**Proof of Payment of 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)*



**Whatley Solar Ranch LLC**  
Chapter 313 Application to Andrews ISD

---

**CHECKLIST ITEM #3**

Combined Group Membership Documentation

The entity Whatley Solar Ranch LLC, was formed on 9/22/2016 after the latest combined group franchise tax filing was completed. Attached to this application is the aforementioned filing, of which Whatley Solar Ranch LLC will be included in future years.

### Texas Franchise Tax Extension Affiliate List



■ Tcode 13298

■ Reporting entity taxpayer number

■ Report year

Reporting entity taxpayer name

12006168525

2015

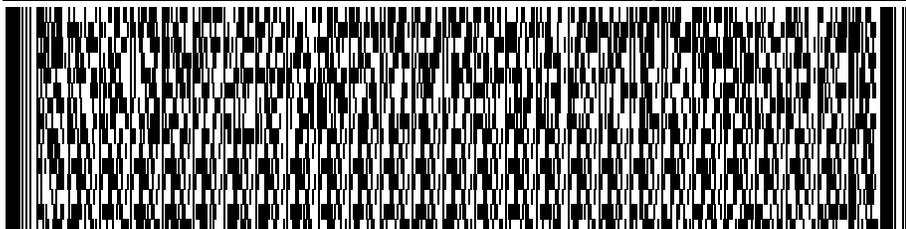
POLSKY ENERGY HOLDINGS LLC

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

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

Do not file this form when requesting a second extension.

#### Texas Comptroller Official Use Only



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



### Texas Franchise Tax Extension Affiliate List

■ Tcode 13298

■ Reporting entity taxpayer number

■ Report year

Reporting entity taxpayer name

12006168525

2015

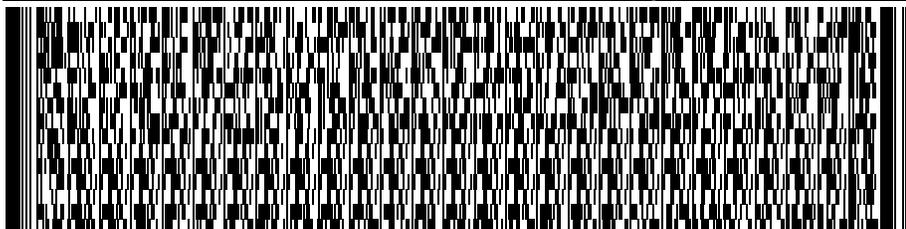
POLSKY ENERGY HOLDINGS LLC

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

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

Do not file this form when requesting a second extension.

#### Texas Comptroller Official Use Only



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



### Texas Franchise Tax Extension Affiliate List



■ **Tcode** 13298

■ Reporting entity taxpayer number

■ Report year

Reporting entity taxpayer name

12006168525

2015

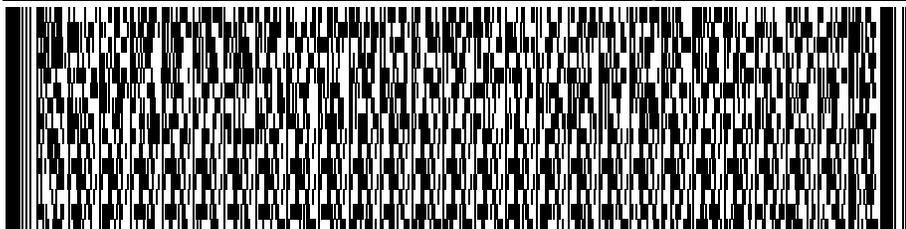
POLSKY ENERGY HOLDINGS LLC

LEGAL NAME OF AFFILIATE	AFFILIATE'S TEXAS TAXPAYER NUMBER (If none, enter FEI number)	CHECK BOX IF AFFILIATE DOES NOT HAVE NEXUS IN TEXAS
1. INVENERGY RENEWABLE LLC	32039999035	■ <input type="checkbox"/>
2. INVENERGY WIND CALIFORNIA LLC	611594266	■ <input checked="" type="checkbox"/>
3. INVENERGY TX TRADING I LLC	000000009	■ <input checked="" type="checkbox"/>
4. INVENERGY TX TRADING II LLC	000000010	■ <input checked="" type="checkbox"/>
5. INVENERGY WIND TURBINE II LLC	204135995	■ <input checked="" type="checkbox"/>
6. INVENERGY WIND FINANCE NORTH AMERICA LLC	208906923	■ <input checked="" type="checkbox"/>
7. INVENERGY WIND MONTANA LLC	000000011	■ <input checked="" type="checkbox"/>
8. JUDITH GAP WIND ENERGY II LLC	274083207	■ <input checked="" type="checkbox"/>
9. LA SIERRITA WIND LLC	000000012	■ <input checked="" type="checkbox"/>
10. LASSEN WIND GENERATION LLC	208805949	■ <input checked="" type="checkbox"/>
11. LEDGE WIND ENERGY LLC	263477676	■ <input checked="" type="checkbox"/>
12. MORROW WIND ENERGY LLC	270449139	■ <input checked="" type="checkbox"/>
13. OCEANA WIND LLC	204540080	■ <input checked="" type="checkbox"/>
14. PINE RIDGE ENERGY LLC	000000013	■ <input checked="" type="checkbox"/>
15. SEDGWICK WIND ENERGY LLC	000000014	■ <input checked="" type="checkbox"/>
16. INVENERGY WIND MANAGEMENT LLC	000000015	■ <input checked="" type="checkbox"/>
17. SUMMIT RIDGE ENERGY LLC	260672486	■ <input checked="" type="checkbox"/>
18. TECATE DIVIDE WIND ENERGY LLC	300475081	■ <input checked="" type="checkbox"/>
19. TEHACHAPI CONNECT LLC	000000016	■ <input checked="" type="checkbox"/>
20. UNION WIND ENERGY LLC	264527222	■ <input checked="" type="checkbox"/>
21. MORESVILLE ENERGY LLC	261363691	■ <input checked="" type="checkbox"/>

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

Do not file this form when requesting a second extension.

#### Texas Comptroller Official Use Only



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



### Texas Franchise Tax Extension Affiliate List

■ Tcode 13298

■ Reporting entity taxpayer number

■ Report year

Reporting entity taxpayer name

12006168525

2015

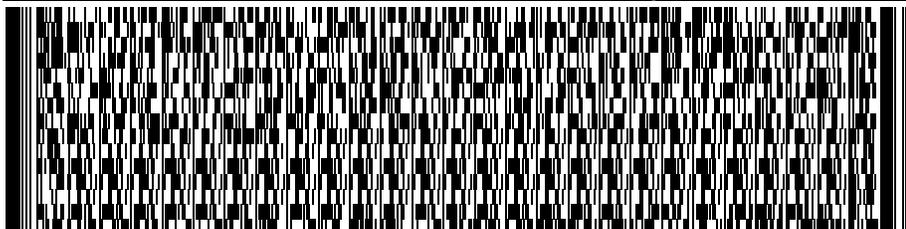
POLSKY ENERGY HOLDINGS LLC

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

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

Do not file this form when requesting a second extension.

#### Texas Comptroller Official Use Only



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



### Texas Franchise Tax Extension Affiliate List



■ **Tcode** 13298

■ Reporting entity taxpayer number

■ Report year

Reporting entity taxpayer name

12006168525

2015

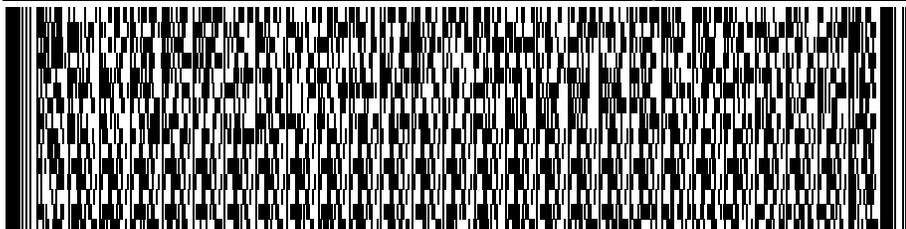
POLSKY ENERGY HOLDINGS LLC

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

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

Do not file this form when requesting a second extension.

#### Texas Comptroller Official Use Only



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



### Texas Franchise Tax Extension Affiliate List

■ Tcode 13298

■ Reporting entity taxpayer number

■ Report year

Reporting entity taxpayer name

12006168525

2015

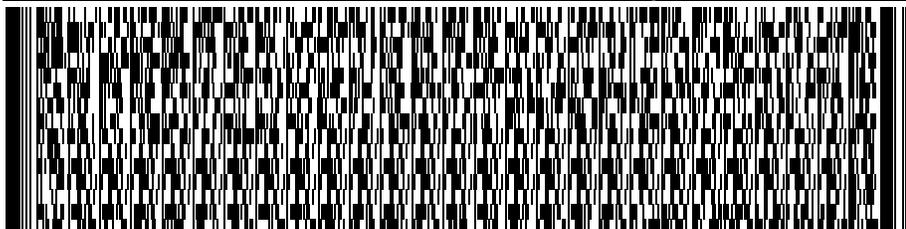
POLSKY ENERGY HOLDINGS LLC

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

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

Do not file this form when requesting a second extension.

**Texas Comptroller Official Use Only**



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



### Texas Franchise Tax Extension Affiliate List



■ Tcode 13298

■ Reporting entity taxpayer number

■ Report year

Reporting entity taxpayer name

12006168525

2015

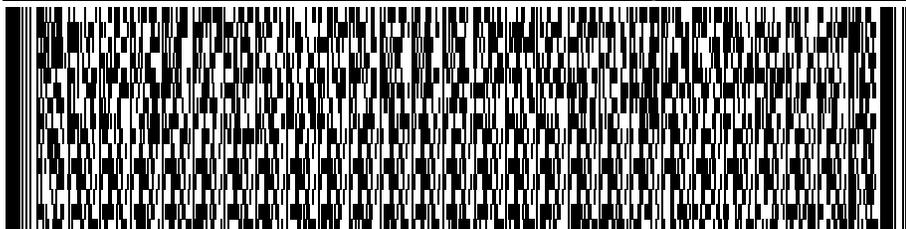
POLSKY ENERGY HOLDINGS LLC

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

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

Do not file this form when requesting a second extension.

**Texas Comptroller Official Use Only**



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



### Texas Franchise Tax Extension Affiliate List



■ Tcode 13298

■ Reporting entity taxpayer number

■ Report year

Reporting entity taxpayer name

12006168525

2015

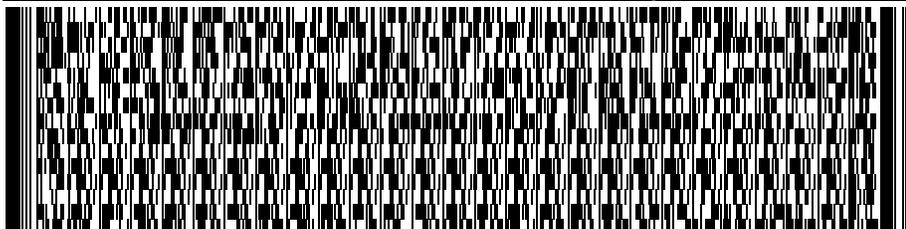
POLSKY ENERGY HOLDINGS LLC

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

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

Do not file this form when requesting a second extension.

#### Texas Comptroller Official Use Only



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



### Texas Franchise Tax Extension Affiliate List



■ Tcode 13298

■ Reporting entity taxpayer number

■ Report year

Reporting entity taxpayer name

12006168525

2015

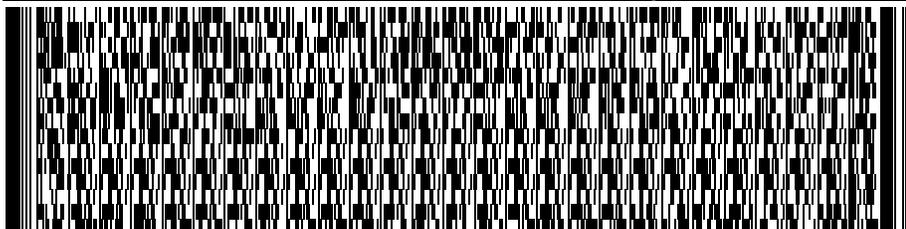
POLSKY ENERGY HOLDINGS LLC

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

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

Do not file this form when requesting a second extension.

#### Texas Comptroller Official Use Only



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



### Texas Franchise Tax Extension Affiliate List



■ Tcode 13298

■ Reporting entity taxpayer number

■ Report year

Reporting entity taxpayer name

12006168525

2015

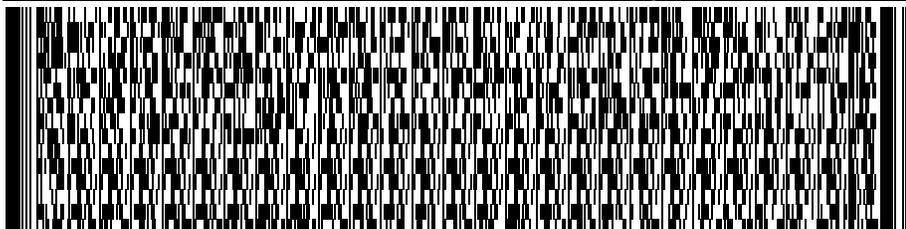
POLSKY ENERGY HOLDINGS LLC

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

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

Do not file this form when requesting a second extension.

#### Texas Comptroller Official Use Only



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



### Texas Franchise Tax Extension Affiliate List



■ Tcode 13298

■ Reporting entity taxpayer number

■ Report year

Reporting entity taxpayer name

12006168525

2015

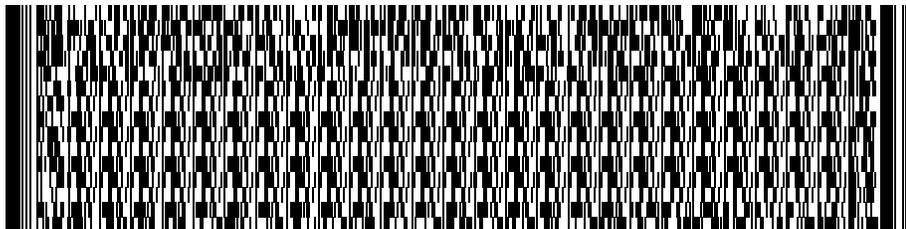
POLSKY ENERGY HOLDINGS LLC

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

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

Do not file this form when requesting a second extension.

#### Texas Comptroller Official Use Only



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



7003



**Whatley Solar Ranch LLC**  
Chapter 313 Application to Andrews ISD

---

**CHECKLIST ITEM #4**

Detailed Description of Project

The Whatley Solar Ranch project will be an approximately 130 MW AC photovoltaic solar power generation facility on privately owned land in Andrews County, Texas. Whatley Solar will consist of solar photovoltaic modules, a single axis tracking system, driven-pile foundations, DC wiring, DC/AC inverters, medium voltage step-up transformers, AC cabling and a central substation with a high voltage step-up transformer.



**Whatley Solar Ranch LLC**  
Chapter 313 Application to Andrews ISD

---

**CHECKLIST ITEM #5**

Documentation to assist in determining if limitation is a determining factor

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

Whatley Solar Ranch LLC has begun typical due course, early stage due diligence to explore feasibility of constructing a solar facility at this site. As such, certain contracts have been executed, including agreements to site and install meteorological monitoring equipment, lease and easement agreements with landowners, contracts with environmental contractors to explore environmental impacts of the proposed project, and an Interconnection Agreement with the transmission provider. None of these contracts obligate Whatley Solar Ranch LLC to construct the project.

Section 8, #7 & 10: Is the applicant evaluating other locations not in Texas for the proposed project?

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?

Invenergy maintains a large portfolio of wind developments across the country, including in the nearby states of New Mexico, Oklahoma, and Kansas, all with similar resources and competitive regulatory environments. While the project entity, Whatley Solar Ranch LLC, is specific to this location in Texas, the economic return for the project is constantly compared to returns from other locations within and outside of Texas. Invenergy has limited capital, human, and turbine resources, and must pick the best projects to advance as a company each year. The economic return is a primary input for this decision.

Without the available tax incentives, the economics of the project become far less attractive and the likelihood of completing the project and selling the electricity at competitive prices becomes unlikely. If Whatley Solar Ranch was not able to obtain a value limitation agreement, the project would most likely be terminated and resources would be allocated to projects with more favorable economics.



**Whatley Solar Ranch LLC**  
Chapter 313 Application to Andrews ISD

---

**CHECKLIST ITEMS #6**

Other School District Information

N/A



**Whatley Solar Ranch LLC**  
Chapter 313 Application to Andrews ISD

---

**CHECKLIST ITEM #7**

Description of Qualified Investment

See checklist item #4.



**Whatley Solar Ranch LLC**  
Chapter 313 Application to Andrews ISD

---

**CHECKLIST ITEMS #8**

Description of Qualified Property

See checklist item #4.



**Whatley Solar Ranch LLC**  
Chapter 313 Application to Andrews ISD

---

**CHECKLIST ITEM #9**

Description of Land

<b>SURVEY NAME</b>	<b>BLOCK</b>	<b>SECTION</b>	<b>ABSTRACT</b>
COWDEN, W F		101	1392
COWDEN, C F	43	B	1047
COWDEN, C F	43	C	1048
COWDEN, C F	43	D	1045
COWDEN, C F	43	A	1046
COWDEN, J M		12	1049
ROBINSON, A B		1	319
T&P RR CO	43 T1N	8	419



**Whatley Solar Ranch LLC**  
Chapter 313 Application to Andrews ISD

---

**CHECKLIST ITEM #10**

Description of Property not Eligible to become Qualified Property

N/A



**Whatley Solar Ranch LLC**  
Chapter 313 Application to Andrews ISD

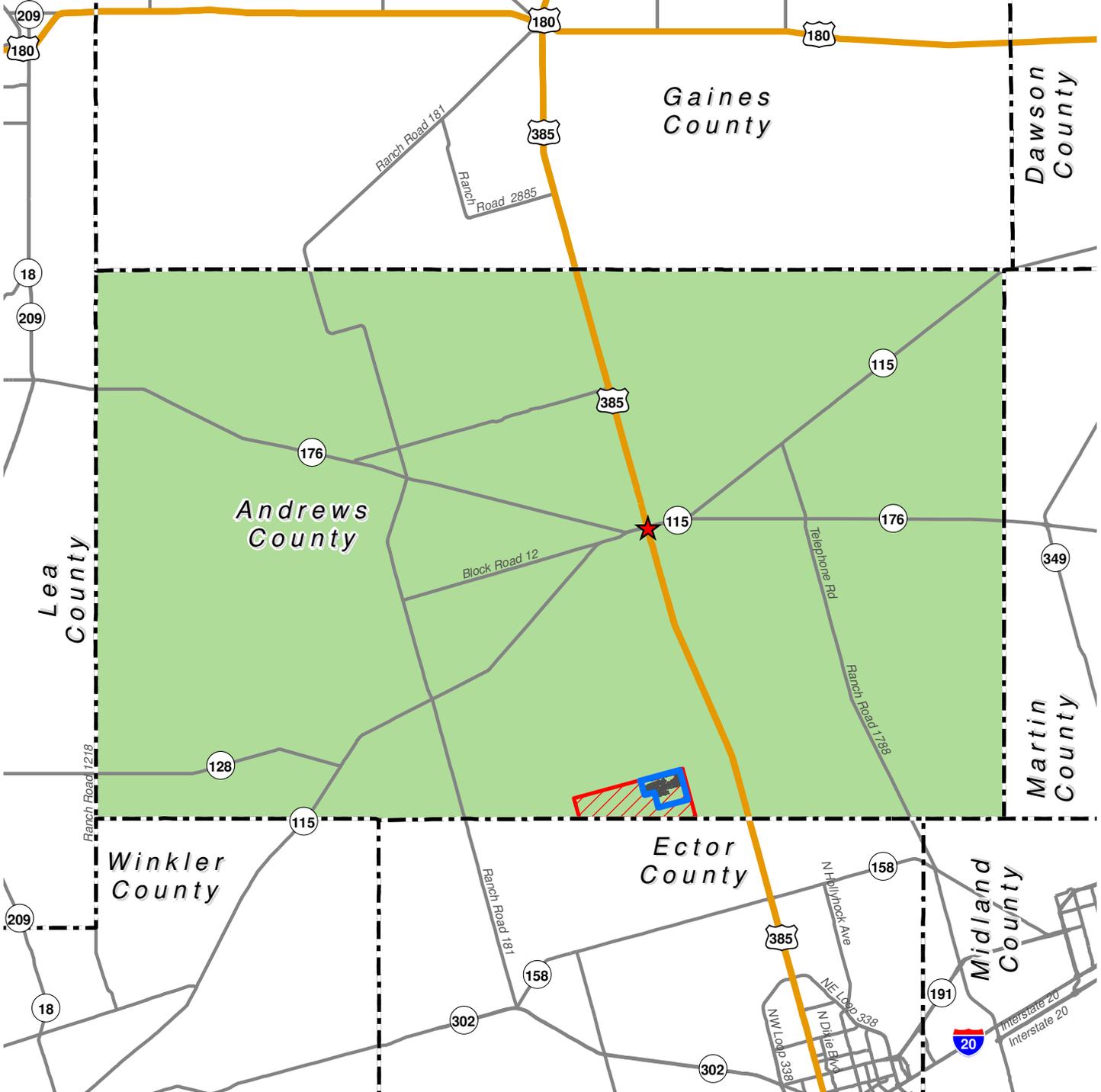
---

**CHECKLIST ITEM #11**

**CONFIDENTIAL**

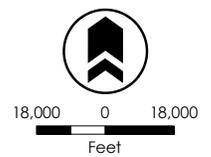
Map of Project

See attached vicinity map which is not confidential.



**Legend**

- ★ City of Andrews
- Racks
- Road Classification**
- Highways
- Secondary Roads
- ⬜ County Boundary
- ⬜ Project Boundary
- ▨ Reinvestment Zone
- Andrews Independent School District



# Andrews ISD & Proposed Solar Layout

Whatley Ranch Solar Energy Facility, Andrews County, Texas

Rev. 01

November 03, 2016

Invenergy





**Whatley Solar Ranch LLC**  
Chapter 313 Application to Andrews ISD

---

**CHECKLIST ITEM #12**

Request for Waiver of Job Creation Requirement

See attached.

# Invenergy

November 2, 2016

RE: Whatley Solar Ranch Job Requirements Waiver Request

To Whom it May Concern:

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

Based upon our knowledge of staffing requirements, Whatley Solar Ranch LLC requests the job creation requirement under Chapter 313 of the Texas Tax Code be waived. In line with solar industry standards for job requirements, Whatley Solar Ranch LLC has committed to create (2) new qualifying job.

Solar projects create a large number of full-time, temporary jobs during the construction phase, but require a small number of highly skilled technicians to operate the solar project once construction operations end and commercial operations have been established.

The permanent employees of a solar energy project maintain and service solar panels, mounting racks, underground electrical connections, substations and related infrastructure. There are also asset managers who supervise, monitor, and support solar project operations from offsite locations.

The waiver request herein is in line with the industry standards for the number of jobs specifically relegated to a solar generation facility of this size. This is Invenergy's experience based on a fleet of 5 operating solar facilities across the US. It is also evidenced by previously filed Chapter 313 applications by solar developers who similarly requested a waiver of the job requirements.

Respectfully,

Whatley Solar Ranch LLC

By: 

Bryan Schueler, Senior Vice President



**Whatley Solar Ranch LLC**  
Chapter 313 Application to Andrews ISD

**CHECKLIST ITEM #13**

Calculation of three possible wage requirements with TWC documentation

**Andrews County All Industries Average Weekly Wages**

Year	Period	Area	Ownership	Division	Level	Ind Code	Industry	Avg Weekly Wages
2016	2nd Qtr	Andrews County	Total All	31	2	31-33	Manufacturing	\$ 826.00
2016	1st Qtr	Andrews County	Total All	31	2	31-33	Manufacturing	\$ 773.00
2015	4th Qtr	Andrews County	Total All	31	2	31-33	Manufacturing	\$ 828.00
2015	3rd Qtr	Andrews County	Total All	31	2	31-33	Manufacturing	\$ 922.00
<b>4 Period Weekly Average</b>								<b>\$ 837.25</b>
<b>110% of Average Weekly Wage</b>								<b>\$ 920.98</b>
<b>110% of Annual Wages</b>								<b>\$ 47,890.70</b>

**Andrews County Average Manufacturing Weekly Wages**

Year	Period	Area	Ownership	Division	Level	Ind Code	Industry	Avg Weekly Wages
2016	2nd Qtr	Andrews County	Total All	0	0	10	Total, All Industries	\$ 1,070.00
2016	1st Qtr	Andrews County	Total All	0	0	10	Total, All Industries	\$ 1,048.00
2015	4th Qtr	Andrews County	Total All	0	0	10	Total, All Industries	\$ 1,188.00
2015	3rd Qtr	Andrews County	Total All	0	0	10	Total, All Industries	\$ 1,123.00
<b>4 Period Weekly Average</b>								<b>\$ 1,107.25</b>
<b>110% of Average Weekly Wage</b>								<b>\$ 1,217.98</b>
<b>110% of Annual Wages</b>								<b>\$ 63,334.70</b>

**COG Region Wage**

<b>Permian Basin Regional Planning Commission</b>		
	Hourly	Annual
<i>2015 Average Manufacturing Wages</i>	\$ 25.18	\$ 52,382.00
<b>Avg Weekly Wage</b>		<b>\$ 1,007.35</b>
<b>110% of Region Weekly Wage</b>		<b>\$ 1,108.08</b>
<b>110% of Annual Wages</b>		<b>\$ 57,620.20</b>

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 <b>tangible personal property</b> placed in service during this year that will become Qualified Property	New investment made during this year in <b>buildings or permanent nonremovable components of buildings</b> 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]	<b>Total Investment</b> (Sum of Columns A+B+C+D)
Investment made before filing complete application with district	2017	Year preceding the first complete tax year of the qualifying time period (assuming no deferrals of qualifying time period)	2017	Not eligible to become Qualified Property			[The only other investment made before filing complete application with district that may become Qualified Property is land.]	-
Investment made after filing complete application with district, but before final board approval of application					-	-	-	
Investment made after final board approval of application and before Jan. 1 of first complete tax year of qualifying time period					-	-	-	
	QTP1	2018-2019	2018	171,444,674	500,000	-	-	171,944,674
<b>Total Investment through Qualifying Time Period [ENTER this row in Schedule A2]</b>				171,444,674	500,000	-	-	171,944,674
				<b>Enter amounts from TOTAL row above in Schedule A2</b>				
<b>Total Qualified Investment (sum of green cells)</b>				171,944,674				

For All Columns: List amount invested each year, not cumulative totals.

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

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

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

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

Total Investment: Add together each cell in a column and enter the sum in the blue total investment row. Enter the data from this row into the first row in Schedule A2.

Qualified Investment: For the green qualified investment cell, enter the sum of all the green-shaded cells.

PROPERTY INVESTMENT AMOUNTS								
(Estimated Investment in each year. Do not put cumulative totals.)								
				Column A	Column B	Column C	Column D	Column E
	Year	School Year (YYYY-YYYY)	Tax Year (Fill in actual tax year below) YYYY	New investment (original cost) in <b>tangible personal property</b> placed in service during this year that will become Qualified Property	New investment made during this year in <b>buildings or permanent nonremovable components of buildings</b> 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*	--	<b>TOTALS FROM SCHEDULE A1</b>		Enter amounts from TOTAL row in Schedule A1 in the row below				
				171,444,674	500,000	-	-	171,944,674
Each year prior to start of value limitation period** <i>Insert as many rows as necessary</i>	0	2017-2018	2017					
	1	2018-2019	2018	171,444,674	500,000			171,944,674
Value limitation period***	2	2019-2020	2019					
	3	2020-2021	2020					
	4	2021-2022	2021					
	5	2022-2023	2022					
	6	2023-2024	2023					
	7	2024-2025	2024					
	8	2025-2026	2025					
	9	2026-2027	2026					
	10	2027-2028	2027					
	11	2028-2029	2028					
<b>Total Investment made through limitation</b>				171,444,674	500,000			171,944,674
Continue to maintain viable presence	12	2029-2030	2029					
	13	2030-2031	2030					
	14	2031-2032	2031					
	15	2032-2033	2032					
	16	2033-2034	2033					
Additional years for 25 year economic impact as required by 313.026(c)(1)	17	2034-2035	2034					
	18	2035-2036	2035					
	19	2036-2037	2036					
	20	2037-2038	2037					
	21	2038-2039	2038					
	22	2039-2040	2039					
	23	2040-2041	2040					
	24	2041-2042	2041					
	25	2042-2043	2042					
	26	2043-2044	2043					

\* All investments made through the qualifying time

\*\* 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

\*\*\* 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  
Only tangible personal property that is specifically

Column B: The total dollar amount of planned investment

Column C: Dollar value of other investment that may affect economic impact and total value. Examples of other investment that will not become qualified

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 **11/30/2016**  
 Applicant Name **Whatley Solar Ranch LLC**  
 ISD Name **Andrews ISD**

**Form 50-296A**

*Revised May 2014*

	Year	School Year (YYYY-YYYY)	Tax Year (Fill in actual tax year) YYYY	Qualified Property			Estimated Taxable Value		
				Estimated Market Value of Land	Estimated Total Market Value of new buildings or other new improvements	Estimated Total Market Value of tangible personal property in the new buildings or "in or on the new improvements"	Market Value less any exemptions (such as pollution control) and before limitation	Final taxable value for I&S after all reductions	Final taxable value for M&O after all reductions
Each year prior to start of Value Limitation Period <i>Insert as many rows as necessary</i>	0	2017-2018	2017		-		-	-	-
	1	2018-2019	2018		-		-	-	-
Value Limitation Period	1	2019-2020	2019	-	375,000	168,015,781	168,015,781	168,015,781	30,000,000
	2	2020-2021	2020	-	356,250	154,574,518	154,574,518	154,574,518	30,000,000
	3	2021-2022	2021	-	338,438	127,691,993	127,691,993	127,691,993	30,000,000
	4	2022-2023	2022	-	321,516	112,570,573	112,570,573	112,570,573	30,000,000
	5	2023-2024	2023	-	305,440	97,449,153	97,449,153	97,449,153	30,000,000
	6	2024-2025	2024	-	290,168	82,327,732	82,327,732	82,327,732	30,000,000
	7	2025-2026	2025	-	275,659	65,526,154	65,526,154	65,526,154	30,000,000
	8	2026-2027	2026	-	261,876	50,404,734	50,404,734	50,404,734	30,000,000
	9	2027-2028	2027	-	248,783	40,323,787	40,323,787	40,323,787	30,000,000
	10	2028-2029	2028	-	236,344	35,283,314	35,283,314	35,283,314	30,000,000
Continue to maintain viable presence	11	2029-2030	2029	-	224,526	33,603,156	33,603,156	33,603,156	33,603,156
	12	2030-2031	2030	-	213,300	33,603,156	33,603,156	33,603,156	33,603,156
	13	2031-2032	2031	-	202,635	33,603,156	33,603,156	33,603,156	33,603,156
	14	2032-2033	2032	-	192,503	33,603,156	33,603,156	33,603,156	33,603,156
	15	2033-2034	2033	-	182,878	33,603,156	33,603,156	33,603,156	33,603,156
Additional years for 25 year economic impact as required by 313.026(c)(1)	16	2034-2035	2034	-	173,734	33,603,156	33,603,156	33,603,156	33,603,156
	17	2035-2036	2035	-	165,048	33,603,156	33,603,156	33,603,156	33,603,156
	18	2036-2037	2036	-	156,795	33,603,156	33,603,156	33,603,156	33,603,156
	19	2037-2038	2037	-	148,955	33,603,156	33,603,156	33,603,156	33,603,156
	20	2038-2039	2038	-	141,508	33,603,156	33,603,156	33,603,156	33,603,156
	21	2039-2040	2039	-	134,432	33,603,156	33,603,156	33,603,156	33,603,156
	22	2040-2041	2040	-	127,711	33,603,156	33,603,156	33,603,156	33,603,156
	23	2041-2042	2041	-	121,325	33,603,156	33,603,156	33,603,156	33,603,156
	24	2042-2043	2042	-	115,259	33,603,156	33,603,156	33,603,156	33,603,156
	25	2043-2044	2043	-	109,496	33,603,156	33,603,156	33,603,156	33,603,156

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** 11/30/2016  
**Applicant Name** Whatley Solar Ranch LLC  
**ISD Name** Andrews ISD

**Form 50-296A**  
 Revised May 2014

	Year	School Year (YYYY-YYYY)	Tax Year (Actual tax year) YYYY	Construction		Non-Qualifying Jobs	Qualifying Jobs	
				Column A	Column B	Column C	Column D	Column E
				Number of Construction FTE's or man-hours (specify)	Average annual wage rates for construction workers	Number of non-qualifying jobs applicant estimates it will create (cumulative)	Number of new qualifying jobs applicant commits to create meeting all criteria of Sec. 313.021(3) (cumulative)	Average annual wage of new qualifying jobs
Each year prior to start of Value Limitation Period <i>Insert as many rows as necessary</i>	0	2017-2018	2017	-	-	-	-	-
	1	2018-2019	2018	200 FTEs	55,000	-	2	47,890.70
Value Limitation Period <i>The qualifying time period could overlap the value limitation period.</i>	2	2019-2020	2019			-	2	47,890.70
	3	2020-2021	2020			-	2	47,890.70
	4	2021-2022	2021			-	2	47,890.70
	5	2022-2023	2022			-	2	47,890.70
	6	2023-2024	2023			-	2	47,890.70
	7	2024-2025	2024			-	2	47,890.70
	8	2025-2026	2025			-	2	47,890.70
	9	2026-2027	2026			-	2	47,890.70
	10	2027-2028	2027			-	2	47,890.70
	11	2028-2029	2028			-	2	47,890.70
Years Following Value Limitation Period	12 through 26	2029-2043	2029			-	2	47,890.70

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

- C1.** Are the cumulative number of qualifying jobs listed in Column D less than the number of qualifying jobs required by statute? (25 qualifying jobs in Subchapter B districts, 10 qualifying jobs in Subchapter C districts)  Yes  No  
 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** 11/30/2016  
**Applicant Name** Whatley Solar Ranch LLC  
**ISD Name** Andrews ISD

**Form 50-296A**  
 Revised May 2014

State and Local Incentives for which the Applicant intends to apply (Estimated)						
Incentive Description	Taxing Entity (as applicable)	Beginning Year of Benefit	Duration of Benefit	Annual Tax Levy without Incentive	Annual Incentive	Annual Net Tax Levy
Tax Code Chapter 311	County:					
	City:					
	Other:					
Tax Code Chapter 312	County: Andrews	2019	7 Years	950,129	80%	190,025.85
	City:					
	Other:					
Local Government Code Chapters 380/381	County:					
	City:					
	Other:					
Freeport Exemptions						
Non-Annexation Agreements						
Enterprise Zone/Project						
Economic Development Corporation						
Texas Enterprise Fund						
Employee Recruitment						
Skills Development Fund						
Training Facility Space and Equipment						
Infrastructure Incentives						
Permitting Assistance						
Other:						
Other:						
Other:						
Other:						
<b>TOTAL</b>				950,129.24		190,025.85

Additional information on incentives for this project:



**Whatley Solar Ranch LLC**  
Chapter 313 Application to Andrews ISD

---

**CHECKLIST ITEM #14**

Schedules A-D

See attached.



**Whatley Solar Ranch LLC**  
Chapter 313 Application to Andrews ISD

---

**CHECKLIST ITEM #15**

Economic Impact Analysis

TO BE PROVIDED BY COMPTROLLER'S OFFICE



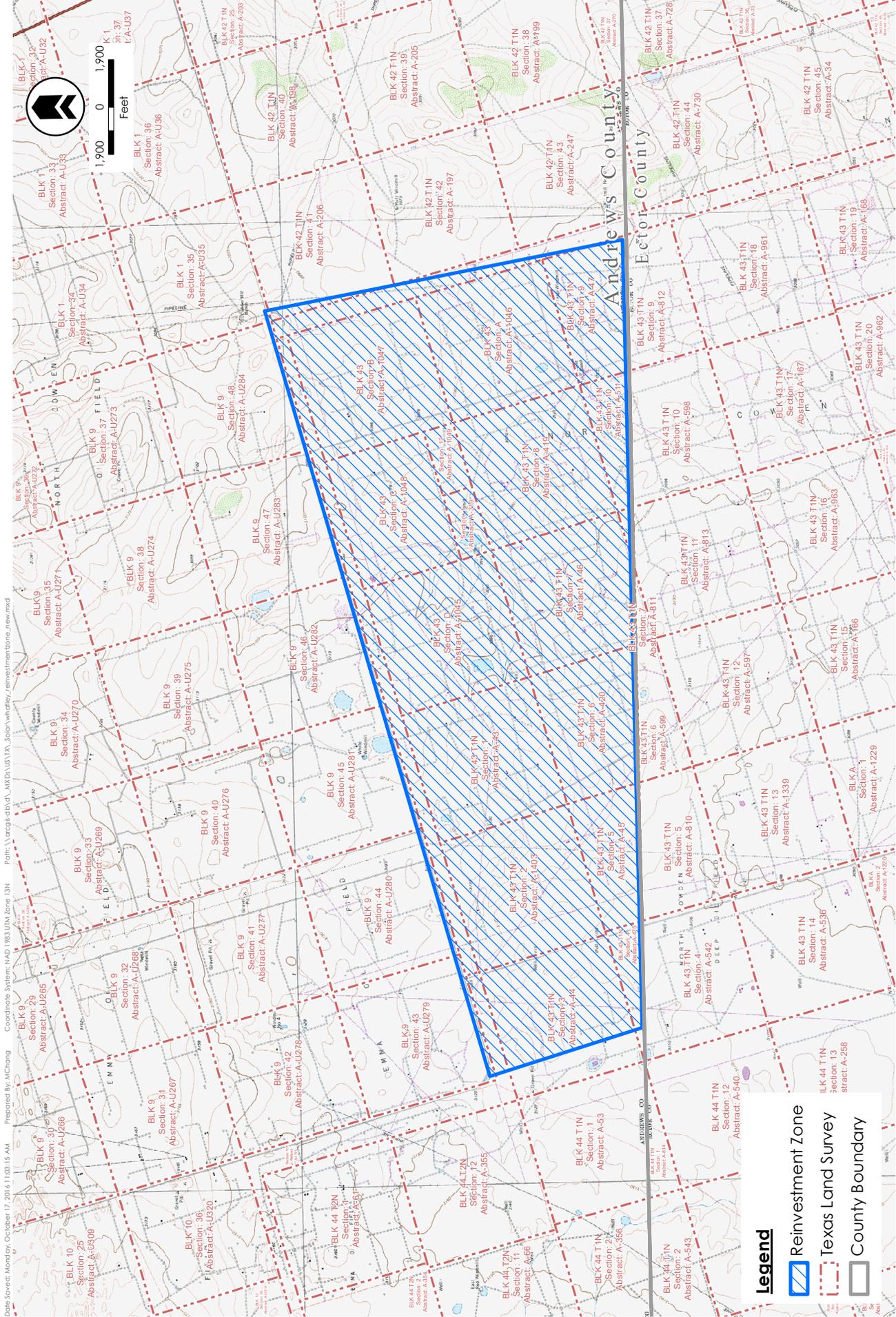
**Whatley Solar Ranch LLC**  
Chapter 313 Application to Andrews ISD

---

**CHECKLIST ITEM #16**

Map and Description of Reinvestment Zone

See attached.



Date Saved: Monday, October 17, 2016 11:03:15 AM  
 Prepared By: M.Chang  
 Coordinate System: NAD 1983 UTM Zone 13N  
 Path: \\cagls-cd\vol1\_MXD\AUSTX\Solar\whatley\_reinvestmentzone\_rework.mxd

**Legend**

-  Reinvestment Zone
-  Texas Land Survey
-  County Boundary

# Reinvestment Zone Area Map

Whatley Ranch Solar Energy Project | Andrews County, Texas



Rev. 03

October 17, 2016

Exhibit A  
 Legal Description of Property

THE FOLLOWING REAL PROPERTY LOCATED IN ANDREWS COUNTY, TX:

<b>SURVEY NAME</b>	<b>BLOCK</b>	<b>SECTION</b>	<b>ABSTRACT_NO</b>
U L	BLK 1	35	A-U35
WF COWDEN		101	A-1771
G & M M B & A	BLK 42 T1N	41	A-206
FE LANIER		100	A-1148
WF COWDEN		101	A-1392
C F COWDEN	BLK 43	B	A-1047
C F COWDEN	BLK 43	C	A-1048
C F COWDEN	BLK 43	D	A-1045
G & M M B & A	BLK 42 T1N	42	A-197
T & P RR CO	BLK 43 T1N	1	A-43
C F COWDEN	BLK 43	A	A-1046
JM COWDEN	BLK 43 T1N	12	A-1049
T & P RR CO	BLK 43 T1N	2	A-1403
ROBINSON	BLK 43 T1N	1	A-319
T & P RR CO	BLK 43 T1N	8	A-419
T & P RR CO	BLK 43 T1N	3	A-44
T & P RR CO	BLK 43 T1N	7	A-46
T & P RR CO	BLK 43 T1N	6	A-420
T & P RR CO	BLK 43 T1N	9	A-47
T & P RR CO	BLK 43 T1N	5	A-45
T & P RR CO	BLK 43 T1N	10	A-511
T & P RR CO	BLK 43 T1N	4	A-475
T & P RR CO	BLK 43 T1N	11	A-48



**Whatley Solar Ranch LLC**  
Chapter 313 Application to Andrews ISD

---

**CHECKLIST ITEM #17**

Order Establishing the Reinvestment Zone

Will be provided once approved by the County.



**Whatley Solar Ranch LLC**  
Chapter 313 Application to Andrews ISD

---

**CHECKLIST ITEM #18**

Guidelines and Criteria for Establishing the Reinvestment Zone

See attached.

# **GUIDELINES AND CRITERIA GOVERNING TAX ABATEMENT I ANDREWS, TEXAS**

## **SECTION I. General Purpose:**

The City of Andrews, Andrews County and Andrews County Hospital District (hereinafter referred to as the Affected Jurisdictions) located within the County of Andrews, Texas, are committed to the promotion of business development and to an ongoing improvement in the quality of life for their citizens. The Affected Jurisdictions recognize that these objectives are generally served by enhancement and expansion of the local economy. The Affected Jurisdictions will, on a case by case basis, give consideration to providing tax abatement, as authorized by V.T.C.A., Tax Code, Chapter 312, as stimulation for economic development within the Affected Jurisdictions. It is the policy of the Affected Jurisdictions that said consideration will be provided in accordance with the guidelines and criteria herein set forth and in conformity with the Tax Code.

Nothing contained herein shall imply, suggest or be understood to mean that the Affected Jurisdictions are under any obligation to provide tax abatement to any applicant and attention is called to V.T.C.A., Tax Code, Section 312.002(d). With the above rights reserved all applications for tax abatement will be considered on a case by case basis.

## **SECTION II. Definitions:**

As used within these guidelines and criteria, the following words or phrases shall have the following meaning:

1. **Abatement of Taxes:** To exempt from ad valorem taxation all or part of the value of certain Improvements placed on land located in a Reinvestment Zone designated for economic development purposes as of the date of execution of the Tax Abatement Agreement for a period of time not to exceed seven (7) years.
2. **Affected Jurisdiction:** The City of Andrews, County of Andrews, and the Andrews County Hospital District or any other governmental taxing unit located totally within or partially within the County of Andrews that has adopted these guidelines and criteria.
3. **Abatement Agreement:** (1) A contract between a property owner and an Affected Jurisdiction for the abatement of taxes on qualified Real Property located within the Reinvestment Zone, or tangible Personal Property, or both, as authorized by V.T.C.A., Tax Code, Section 312.204.
4. **Base Year Value:** The assessed value of property eligible for tax abatement as of January 1 preceding the execution of an Abatement Agreement as herein defined.
5. **Distribution Center Facility:** A building or structure including Tangible Personal Property used or to be used primarily to receive, store, service or distribute goods or materials.

6. **Expansion of Existing Facilities or Structures:** The addition of buildings, structures, machinery or equipment to a Facility after the date of execution of an Abatement Agreement.
7. **Existing Facility or Structure:** A facility as of the date of execution of the Tax Abatement Agreement, located in or on Real Property eligible for tax abatement.
8. **Facility:** The improvements made to Real Property eligible for tax abatement and including the building or structure erected on such Real Property and/or any Tangible Personal Property to be located in or on such property.
9. **Improvements to Real Property or Improvements:** The construction, addition to, structural upgrading of, replacement of, or completion of any facility located upon, or to be located upon, Real Property, as herein defined, or any Tangible Personal Property placed in or on said Real Property.
10. **Manufacturing Facility:** A Facility which is or will be used for the primary purpose of the production of goods or materials or the processing or change of goods or materials to a finished product.
11. **Modernization/Renovation of Existing Facilities:** The replacement or upgrading of existing facilities.
12. **New Facility:** The construction of a Facility on previously undeveloped real property eligible for tax abatement.
13. **New Permanent Job:** A new employment position created by a business that has provided employment to an employee of at least 1,820 hours annually and intended to be an employment position that exists during the life of the abatement.
14. **Other Basic Industry:** A Facility other than a distribution center facility, a regional service facility or a manufacturing facility which produces goods or services or which creates new or expanded job opportunities and services a market of which 50% of revenues come from outside of Andrews County, Texas.
15. **Owner:** The record title owner of Real Property or the legal owner of Tangible Personal Property. In the case of land leased from an Affected Jurisdiction, the lessee shall be deemed the owner of such leased property together with all improvements and Tangible Personal Property located thereon.
16. **Productive Life:** The number of years a Facility is expected to be in service.
17. **Real Property:** Land on which Improvements are to be made or fixtures placed.
18. **Regional Services Facility:** A Facility, the primary purpose of which is to service or repair goods or materials and which creates job opportunities within the Affected Jurisdictions.
19. **Reinvestment Zone:** Real Property designated as a Reinvestment Zone under the provisions of V.T.C.A., Tax Code, Section 312.

20. **Tangible Personal Property:** Any Personal Property, not otherwise defined herein and which is necessary for the proper operation of any type of Facility.

**SECTION III. Intent of Criteria and Guidelines:**

The Intent of the criteria and guidelines, as herein set forth, is to establish the minimum standards which an applicant for tax abatement must meet in order to be considered for such status by the Affected Jurisdictions.

**SECTION IV. Criteria and Guidelines for Tax Abatement:**

Any type of Facility will be eligible for tax abatement consideration provided such Facility meets the following guidelines and criteria:

1. To qualify for Tax Abatement, the company must meet **two or more of the following criteria:**
  - a) The modernization or expansion of an existing facility of any type as herein defined **or** construction of a new facility of any type as herein defined.
  - b) Producer, manufacturer or distributor of goods and services of which 50 percent or more are distributed outside of Andrews County.
  - c) The new business investment must clearly add to the Andrews economic base, not solely or primarily have the effect of transferring employment from one part of the local economy to another.
2. In addition to the aforementioned, the taxing jurisdiction will consider abatement only if the company meets **one of the following criteria:**
  - a) One of the following target industries:
    - i) Plastic Injection Molding
    - ii) Food Processing
    - iii) Back Office Operations
    - iv) Retiree Services
    - v) Oil & Gas Field Services
    - vi) Supply, distribution or logistics facilities

or

  - b) The project is not included as a target industry, but has the potential of generating additional significant economic development opportunities to Andrews.

3. A company meeting the criteria and guidelines for tax abatement, as set forth herein, shall be eligible for tax abatement as follows:

	<u>Min. Investment</u>	OR	<u># Jobs</u>
▶ up to 3 yrs. @ 100%	\$50-100,000		5-10
▶ up to 5 yrs. @ 100%	\$100-250,000		11-25
▶ up to 7 yrs. @ 100%	\$250K - \$1 MIL		26-100
Over \$1MIL. Or 100 jobs = individually negotiated			

Under this formula, tax abatement may be less than 100% (declining scale) after the initial year.

4. New or existing facilities, of any type herein defined, located in a Reinvestment Zone or upon Real Property eligible for such status will be eligible for consideration for tax abatement status provided that all other criteria and guidelines are satisfied.
5. Improvements to Real Property are eligible for tax abatement status.
6. The following types of Property shall be **ineligible** for tax abatement status and shall be fully taxed.
  - a) Real Property;
  - b) hotel/motel accommodations
  - c) tools;
  - d) furnishings and other forms of movable personal property;
  - e) vehicles;
  - f) aircraft;
  - g) housing;
  - h) boats;
  - i) retail businesses;
  - j) property owned by the State of Texas or any State agency; and,
  - k) property owned or leased by a member of the affected Jurisdiction.
7. To qualify for tax abatement, one of the following conditions must apply:
  - a) The Real Property and eligible improvements and Tangible Personal Property must be owned by the same person, corporation, partnership or other business entity; or,
  - b) In the case of Real Property leased from an Affected Jurisdiction, all improvements placed thereon together with all Tangible Personal Property used in conjunction with said improvements must be owned by the same person, corporation, partnership or other business entity and said owner must have a leased commitment for the full term of the abatement.
8. In Reinvestment Zones, the amount and term of abatement shall be determined on a case by case basis, however, in no event shall taxes be abated for a term in excess of seven (7) years. The amount of the taxable value of Improvements to be abated and the term of the abatement shall be determined by the City of Andrews in all cases where the

property for which tax abatement is applied for is within the City limits or extraterritorial jurisdiction of the City or by the County of Andrews in all cases where the property for which tax abatement is applied for is outside of these limits of the City of Andrews, but within the County of Andrews.

9. No property shall be eligible for tax abatement unless such property is located in a Reinvestment Zone in accordance with V.T.C.A., Tax Code, Section 312.
10. Notwithstanding any of the requirements set forth in Section IV Subsection 3. the governing body of an Affected Jurisdiction upon the affirmative vote of a three-fourths (3/4) of its members may vary any of the above requirements when variation is demonstrated by the applicant for Tax Abatement that variation is in the best interest of the Affected Jurisdiction to do so and will enhance the economic development of the Affected Jurisdiction. By way of example only and not by limitation, the governing body of an Affected Jurisdiction may consider the following or similar terms in determining whether a variance shall be granted:
  - a) That the increase in productivity of the Facility will be substantial and hence directly benefit the economy.
  - b) That the increase of goods or services produced by the Facility will be substantial and directly benefit the economy.
  - c) That the employment maintained at the Facility will be increased.
  - d) That the waiver of the requirement will contribute and provide for the retention of existing jobs within the Affected Jurisdiction.
  - e) That the applicant for tax abatement has demonstrated that if tax abatement is granted to his Facility even though his Facility will not employ additional personnel THAT nevertheless due to the existence of said Facility new jobs will be created as a direct result of his Facility in other facilities located within the Affected Jurisdiction.
  - f) Any other evidence tending to show a direct economic benefit to the Affected Jurisdiction.
11. Taxability:
  - a) The portion of the value of Improvements to be abated shall be abated in accordance with the terms and provisions of a Tax Abatement Agreement executed between the Affected Jurisdiction and the owner of the Real Property and/or Tangible Personal Property, which agreement shall be in accord with the provisions of V.T.C.A., Tax Code, Section 312.205. The property eligible for abatement may be personal, real or mixed property. When an investment improves existing property, the portion of the value of property eligible for abatement is:
    1. For real property, the value of real property which has increased in market value because of the development, re-development or improvements specified in the abatement contract.

2. For personal property, the market value of the personal property at the location, other than inventory or supplies, purchased with new capital identified in the Tax Abatement Agreement contract. Personal property located at the site before the period covered by the agreement is not eligible for tax abatement.
  - b) All ineligible property, if otherwise taxable as herein described, shall be fully taxed.
12. The governing body of each Affected Jurisdiction shall have total discretion as to whether tax abatement is to be granted. Such discretion, as herein retained, shall be exercised on a case by case basis. The adoption of these guidelines and criteria by the governing body of an Affected Jurisdiction does not:
- a) Limit the discretion of the governing body to decide whether to enter into a specific tax abatement agreement;
  - b) Limit the discretion of the governing body to delegate to its employees the authority to determine whether or not the governing body should consider a particular application or request for tax abatement; or,
  - c) Create any property, contract, or other legal right in any person to have the governing body consider or grant a specific application or request for tax abatement.
13. The burden to demonstrate that an application for tax abatement should be granted shall be upon the applicant. Each Affected Jurisdiction to which the application has been directed shall have full authority to request any additional information from the applicant that the governing body of such Affected Jurisdiction deems necessary to assist it in considering such application.

#### **SECTION V. Tax Abatement Agreement:**

1. After the creation of a Reinvestment Zone, a Tax Abatement Agreement may be executed between the owner and any Affected Jurisdiction. A Tax Abatement Agreement shall:
  - a) Establish and set forth the Base Year assessed value of the property for which tax abatement is sought.
  - b) Provide that the taxes paid on the base year assessed value shall not be abated as a result of the execution of said Tax Abatement Agreement.
  - c) Provide that ineligible property as subscribed in Section IV, Subsection 6, hereinabove shall be fully taxed.
  - d) Provide for the exemption of Improvements in each year covered by the agreement only to the extent the value of such Improvements for each such year exceeds the value for the year in which the agreement is executed.
  - e) Fully describe and list the kind, number and location of all of the improvements to be made in or on the Real Property.

- f) Set forth the estimated value of all improvements to be made in or on the Real Property.
- g) Clearly provide that tax abatement shall be granted only to the extent:
  - 1. the Improvements to Real Property increase the value of the Real Property for the year in which the Tax Abatement Agreement is executed; and,
  - 2. that the Tangible Personal Property improvements to Real Property were not located on the Real Property prior to the execution of the Tax Abatement Agreement.
- h) Provide for the portion of the value of the improvements to Real Property of improvements to be abated.
- i) Provide for the commencement date and the termination date. In no event shall said dates exceed a period of seven (7) years.
- j) Describe the type and proposed use of the improvements to Real Property or improvements including:
  - 1. The type of facility.
  - 2. Whether the improvements are for a new facility, modernization of a facility, or expansion of a facility.
  - 3. The nature of the construction, proposed time table of completion, a map or drawings of the improvements above mentioned.
  - 4. The amount of investment and the commitment for the creation of new jobs.
  - 5. A list containing the kind, number and location of all proposed Improvements.
  - 6. Any other information required by the Affected Jurisdiction.
- k) Provide a legal description of the Real Property upon which improvements are to be made.
- l) Provide access to and authorize inspection of the Real Property or improvements by employees of the Affected Jurisdiction, who have executed a Tax Abatement Agreement with owner to insure improvements are made according to the specifications and conditions of the Tax Abatement Agreement.
- m) Provide for the limitation of the uses of the Real Property or improvements consistent with the general purpose of encouraging development or redevelopment of the zone during the period covered by the Tax Abatement Agreement.
- n) Provide for contractual obligations in the event of default by owner or violation of the terms or conditions by owner which allows for the recapturing of property tax revenue in the event owner defaults or otherwise fails to make improvements as provided in

said Tax Abatement Agreement, and any other provision as may be required or authorized by State Law.

- o) Contain each term agreed to by the owner of the property.
  - p) Require the owner of the property to certify annually to the governing body of each taxing unit that the owner is in compliance with each applicable term of the agreement.
  - q) Provide that the governing body of the City of Andrews may cancel or modify the agreement if the property owner fails to comply with the agreement.
2. Not later than the seventh day before the City of Andrews or the County of Andrews (as required by V.T.C.A., Tax Code, Section 312.2041 or Section 312.402) enters into an agreement for tax abatement under V.T.C.A., Tax Code, Section 312.204, the governing body of the City of Andrews or a designated officer or employee thereof or the governing body of the County of Andrews or a designated officer or employee thereof shall deliver to the presiding officer of the governing body of each of the taxing units in which the property to be subject to the agreement is located, a written notice that the City of Andrews or the County of Andrews as the case may be, intends to enter into the agreement. The notice must include a copy of the proposed Tax Abatement Agreement.
  3. A notice, as above described in Subparagraph 2, is presumed delivered when placed in the mail, postage paid and properly addressed to the appropriate presiding officer. A notice properly addressed and sent by registered or certified mail for which a return receipt is received by the sender is considered to have been delivered to the addressee.
  4. Failure to deliver the notice does not affect the validity of the agreement.

## **SECTION VI. Application:**

1. Any present owner of taxable property located within an Affected Jurisdiction may apply for tax abatement by filing an application with the County Judge County of Andrews, when the Real Property or Tangible Personal Property for which abatement is sought is located within the County of Andrews but outside of the City limits or extraterritorial jurisdiction of the City of Andrews or with the City Manager when the Real Property or Tangible Personal Property for which abatement is sought is located within the City limits of the City of Andrews.
- 2) Information that is provided to an Affected Jurisdiction in connection with an application or request for tax abatement and which describes the specific processes or business activity to be conducted or the equipment or other property to be located on the property for which tax abatement is sought is confidential and not subject to public disclosure until the Tax Abatement Agreement is executed. Information in the custody of an Affected Jurisdiction after the agreement is executed is not confidential (V.T.C.A., Tax Code, Section 312.003).
- 3) The Affected Jurisdiction to whom the application for tax abatement has been directed shall determine if the property described in said application is within a designated Reinvestment Zone. If the Affected Jurisdiction determines that the property described

is not within a current Reinvestment Zone then they shall so notify the applicant and said application shall then be considered both as an application for the creation of a Reinvestment Zone and a request for tax abatement to be effective after the zone is created.

**SECTION VII. Recapture:**

1. In the event that any type of facility is completed and begins producing goods or services, but subsequently discontinues producing goods or services for any reason, excepting fire, explosion or other casualty or accident or natural disaster or other event beyond the reasonable control of applicant or owner for a period of 180 days during the term of a Tax Abatement Agreement, then in such event the Tax Abatement Agreement shall terminate and all abatement of taxes shall likewise terminate. Taxes abated during the calendar year in which termination takes place shall be payable to each Affected Jurisdiction by no later than January 31st of the following year. Taxes abated in years prior to the year of termination shall be payable to each Affected Jurisdiction within ninety (90) days of the date of termination. The burden shall be upon the applicant or owner to prove to the satisfaction of the Affected Jurisdiction to whom the application for tax abatement was directed that the discontinuance of producing goods or services was as a result of fire, explosion, or other casualty or accident or natural disaster or other event beyond the control of applicant or owner. In the event that applicant or owner meets this burden and the Affected Jurisdiction is satisfied that the discontinuance of the production of goods or services was the result of events beyond the control of the applicant or owner, then such applicant or owner shall have a period of one (1) year in which to resume the production of goods and services. In the event that the applicant or owner fails to resume the production of goods or services within one (1) year, then the Tax Abatement Agreement shall terminate and the Abatement of all taxes shall likewise terminate. Taxes abated during the calendar year in which termination takes place shall be payable to each Affected Jurisdiction by no later than January 31st of the following year. Taxes abated in years prior to the year of termination shall be payable to each Affected Jurisdiction within ninety (90) days of the date of termination. The one year time period, hereinabove mentioned, shall commence upon written notification from the Affected Jurisdiction to the applicant or owner.
  
2. In the event that the applicant or owner has entered into a Tax Abatement Agreement to make improvements to a facility of any type described in Section 1 above, but fails to undertake or complete such improvements, then in such event the Affected Jurisdiction to whom the application for tax abatement was directed shall give the applicant or owner ninety (90) days notice of such failure. The applicant or owner shall demonstrate to the satisfaction of the Affected Jurisdiction, above mentioned, that the applicant or owner has commenced to cure such failure within the ninety (90) days above mentioned. In the event that the applicant or owner fails to demonstrate that he is taking affirmative action to cure his failure, then in such event the Tax Abatement Agreement shall terminate and all abatement of taxes shall likewise terminate. Taxes abated during the calendar year in which termination takes place shall be payable to each Affected Jurisdiction by no later than January 31st of the following year. Taxes abated in years prior to the year of termination shall be payable to each Affected Jurisdiction within ninety (90) days of the date of termination.

3. In the event that the Affected Jurisdiction to whom application for tax abatement was directed determines that the applicant or owner is in default of any of the terms or conditions contained in the Tax Abatement Agreement, then in such event the Affected Jurisdiction, shall give the applicant or owner ninety (90) days written notice to cure such default. In the event such default is not cured to the satisfaction of the Affected Jurisdiction within the ninety (90) days notice period, then the Tax Abatement Agreement shall terminate and all abatement of taxes shall likewise terminate. Taxes abated during the calendar year in which termination takes place shall be payable to each Affected Jurisdiction by no later than January 31st of the following year. Taxes abated in years prior to the year of termination shall be payable to each Affected Jurisdiction within ninety (90) days of the date of termination.
4. In the event that the applicant or owner allows ad valorem taxes on property ineligible for tax abatement owed to any Affected Jurisdiction to become delinquent and fails to timely and properly follow the legal procedures for their protest or contest, then in such event the Tax Abatement Agreement shall terminate and all abatement of taxes shall likewise terminate. Taxes abated during the calendar year in which termination, under this subparagraph, takes place shall be payable to each Affected Jurisdiction by no later than January 31st of the following year. Taxes abated in years prior to the year of termination shall be payable to each Affected Jurisdiction within ninety (90) days of the date of termination.
5. In the event that the applicant or owner, who has executed a Tax Abatement Agreement with any Affected Jurisdiction, relocates the business for which tax abatement has been granted to a location outside of the designated Reinvestment Zone, then in such event, the Tax Abatement Agreement shall terminate after ninety (90) days written notice by the Affected Jurisdiction to the Owner/Applicant. Taxes abated during the calendar year in which termination, under this subparagraph takes place shall be payable to each Affected Jurisdiction by no later than January 31st of the following year. Taxes abated in years prior to the year of termination shall be payable to each Affected Jurisdiction within ninety (90) days of the date of termination.
6. The date of termination as that term is used in this Subsection VII shall, in every instance, be the 60th day after the day the Affected Jurisdiction sends notice of default, in the mail to the address shown in the Tax Abatement Agreement to the Applicant or Owner. Should the default be cured by the owner or Applicant within the ninety (90) day notice period, the Owner/Applicant shall be responsible for so advising the Affected Jurisdiction and obtaining a release from the notice of default from the Affected Jurisdiction, failing in which, the abatement remains terminated and the abated taxes must be paid.
7. In every case of termination set forth above, the Affected Jurisdiction to which the application for tax abatement was directed shall determine whether default has occurred by Owner (Applicant) in the terms and conditions of the Tax Abatement Agreement and shall so notify all other Affected Jurisdictions. Termination of the Tax Abatement Agreement by the Affected Jurisdiction to which the application for tax abatement was directed shall constitute simultaneous termination of all Tax Abatement Agreements of all other Affected Jurisdictions.

8. In the event that a Tax Abatement Agreement is terminated for any reason whatsoever and taxes are not paid within the time period herein specified, then in such event, the provisions of V.T.C.A., Tax Code. Section 33.01 will apply.

**SECTION VIII. Miscellaneous:**

1. Any notice required to be given by these criteria or guidelines shall be given in writing to the addresses appearing on the Tax Abatement Agreement:
2. The Chief Appraiser of the Andrews County Appraisal District shall annually assess the Real and Personal Property comprising the Reinvestment Zone. Each year, the applicant or owner receiving tax abatement shall furnish the Chief Appraiser with such information as may be necessary for the abatement. Once value has been established, the Chief Appraiser shall notify the Affected Jurisdictions which levy taxes of the amount of assessment.
3. Upon the completion of improvements made to any type of Facility as set forth in these criteria and guidelines, a designated employee or employees of any Affected Jurisdiction having executed a Tax Abatement Agreement with applicant or owner shall have access to the Facility to insure compliance with the Tax Abatement Agreement.
4. A Tax Abatement Agreement may be assigned to a new owner but only after written consent has been obtained from all Affected Jurisdictions which have executed such an agreement with the applicant or owner.
5. These guidelines and criteria are effective upon the date of their adoption by an Affected Jurisdiction and shall remain in force for five (5) years. At the end of the five (5) year period these guidelines and criteria may be readopted, modified, amended or rewritten as the conditions may warrant.
6. Each Affected Jurisdiction shall determine whether or not said Affected Jurisdiction elects to become eligible to participate in tax abatement. In the event the Affected Jurisdiction elects by resolution to become eligible to participate in tax abatement, then such Affected Jurisdiction shall adopt these guidelines and criteria by separate resolution forwarding a copy of both resolutions to all other Affected Jurisdictions.
7. In the event of a conflict between these guidelines and criteria and V.T.C.A., Tax Code, Chapter 312, then in such event the Tax Code shall prevail and these guidelines and criteria interpreted accordingly.
8. The guidelines and criteria once adopted by an Affected Jurisdiction may be amended or repealed by a vote of three-fourths of the members of the governing body of an Affected Jurisdiction during the five (5) year term in which these guidelines and criteria are effective.



**Whatley Solar Ranch LLC**  
Chapter 313 Application to Andrews ISD

---

**CHECKLIST ITEM #19**

Signature and Certification Page

See attached.

**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** ▶ Bobby Azam Superintendent  
Print Name (Authorized School District Representative) Title

**sign here** ▶ [Signature] 29 Nov 2016  
Signature (Authorized School District Representative) Date

**2. Authorized Company Representative (Applicant) Signature and Notarization**

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

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

**print here** ▶ Bryan Schueker Vice President  
Print Name (Authorized Company Representative (Applicant)) Title

**sign here** ▶ [Signature] 11/4/16  
Signature (Authorized Company Representative (Applicant)) Date

GIVEN under my hand and seal of office this, the

4th day of November, 2016

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

My Commission expires: 3.8.2017



(Notary Seal)

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.