



Application for Appraised Value Limitation on Qualified Property (Tax Code, Chapter 313, Subchapter B or C)

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

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

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

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

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

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

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

Please visit the Comptroller's website to find out more about the program at www.texasahead.org/tax_programs/chapter313/. There are links to the Chapter 313 statute, rules, guidelines and forms. Information about minimum limitation values for particular districts and wage standards may also be found at that site.

SECTION 1: School District Information

1. Authorized School District Representative

6/19/2017

Date Application Received by District

Brandon

McDowell

First Name

Last Name

Superintendent

Title

Loraine Independent School District

School District Name

800 S. Lightfoot

Street Address

800 S. Lightfoot

Mailing Address

Loraine

TX

79532

City

State

ZIP

325.737.2225

N/A

Phone Number

Fax Number

N/A

bmcdowell@loraine.esc14.net

Mobile Number (optional)

Email Address

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



Yes



No

SECTION 1: School District Information (continued)

3. Authorized School District Consultant (If Applicable)

Bob _____ Popinski _____
 First Name Last Name
 Consultant _____
 Title
 Moak Casey & Associates _____
 Firm Name
 512-485-7878 _____ 512-485-7888 _____
 Phone Number Fax Number
 _____ bpopinski@moakcasey.com; mhanley@808west.com _____
 Mobile Number (optional) Email Address

4. On what date did the district determine this application complete? 6/26/17
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)

James _____ Kutey _____
 First Name Last Name
 Chief Development Officer _____ Third Planet Windpower, LLC _____
 Title Organization
 3801 PGA Blvd., Suite 904 _____
 Street Address
 3801 PGA Blvd., Suite 904 _____
 Mailing Address
 Palm Beach Gardens _____ Florida _____ 33410 _____
 City State ZIP
 561.721.7150 _____ N/A _____
 Phone Number Fax Number
 772.341.6773 _____ kuteyj@thirdplanetwindpower.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.

_____ Last Name
 _____ 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)

| | |
|---------------------------------|--------------|
| Robert | Daniel |
| First Name | Last Name |
| Vice President, Property Tax | |
| Title | |
| Duff & Phelps, LLC | |
| Firm Name | |
| 512.671.5557 | 512.765.9191 |
| Phone Number | Fax Number |
| robert.daniel@duffandphelps.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? Third Planet Windpower, LLC

2. List the Texas Taxpayer I.D. number of entity subject to Tax Code, Chapter 171 (11 digits) 16512798501

3. List the NAICS code 221119

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

4a. If yes, please list application number, name of school district and year of agreement
#99, Loraine Independent School District, 2007

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 type="checkbox"/> Land has no existing improvements | <input checked="" 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 June 2017
2. Commencement of construction January 2018
3. Beginning of qualifying time period July 2017
4. First year of limitation 2019
5. Begin hiring new employees August 2018
6. Commencement of commercial operations September 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? September 1, 2018

SECTION 10: The Property

1. Identify county or counties in which the proposed project will be located Mitchell County
2. Identify Central Appraisal District (CAD) that will be responsible for appraising the property Mitchell 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: Mitchell County, \$0.5750, 100% City: N/A
(Name, tax rate and percent of project) (Name, tax rate and percent of project)
 Hospital District: Hospital, \$0.395711, 100% Water District: Water, \$0.022586, 100%
(Name, tax rate and percent of project) (Name, tax rate and percent of project)
 Other (describe): Lateral Road, \$0.0650, 100% Other (describe): _____
(Name, tax rate and percent of project) (Name, tax rate and percent of project)
5. Is the project located entirely within the ISD listed in Section 1? Yes No
 5a. If no, attach in **Tab 6** additional information on the project scope and size to assist in the economic analysis.
6. Did you receive a determination from the Texas Economic Development and Tourism Office that this proposed project and at least one other project seeking a limitation agreement constitute a single unified project (SUP), as allowed in §313.024(d-2)? Yes No
 6a. If yes, attach in **Tab 6** supporting documentation from the Office of the Governor.

SECTION 11: Investment

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

1. At the time of application, what is the estimated minimum qualified investment required for this school district? 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? August 31, 2017

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 2017
(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? 4

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 796.75
 - b. 110% of the average weekly wage for manufacturing jobs in the county is Not Available
 - c. 110% of the average weekly wage for manufacturing jobs in the region is 873.02

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? 45,397.00

10. What is the annual wage you are committing to pay for each of the new qualifying jobs you create on the qualified property? 46,000.00

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

12. Do you intend to satisfy the minimum qualifying job requirement through a determination of cumulative economic benefits to the state as provided by §313.021(3)(F)? Yes No
 12a. If yes, attach in **Tab 12** supporting documentation from the TWC, pursuant to §313.021(3)(F).

13. Do you intend to rely on the project being part of a single unified project, as allowed in §313.024(d-2), in meeting the qualifying job requirements? Yes No
 13a. If yes, attach in **Tab 6** supporting documentation including a list of qualifying jobs in the other school district(s).

SECTION 15: Economic Impact

1. Complete and attach Schedules A1, A2, B, C, and D in **Tab 14**. Note: Excel spreadsheet versions of schedules are available for download and printing at URL listed below.
2. Attach an Economic Impact Analysis, if supplied by other than the Comptroller's Office, in **Tab 15**. (*not required*)
3. If there are any other payments made in the state or economic information that you believe should be included in the economic analysis, attach a separate schedule showing the amount for each year affected, including an explanation, in **Tab 15**.

APPLICATION TAB ORDER FOR REQUESTED ATTACHMENTS

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

Third Planet Windpower, LLC
Lorraine ISD Limitation of Value Application

Tab 2

Proof of Payment of Application Fee

See Attached.

Tab 3

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)*

Third Planet Windpower, LLC
Loraine ISD Limitation of Value Application

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

See Attached.

Texas Franchise Tax Public Information Report

To be filed by Corporations, Limited Liability Companies (LLC), Limited Partnerships (LP), Professional Associations (PA) and Financial Institutions

Tcode 13196

Taxpayer number

Report year

You have certain rights under Chapter 552 and 559, Government Code, to review, request and correct information we have on file about you. Contact us at 1-800-252-1381.

16512798501

2016

Form with fields: Taxpayer name (THIRD PLANET WINDPOWER, LLC), Mailing address (3801 PGA BLVD., SUITE 904), City (PALM BEACH GARDENS), State (FL), ZIP code plus 4 (33410), Secretary of State (SOS) file number or Comptroller file number (0800826845).

Check box if there are currently no changes from previous year; if no information is displayed, complete the applicable information in Sections A, B and C.

Form with fields: Principal office (3801 PGA BLVD., SUITE 904, PALM BEACH GARDENS, FL 3341), Principal place of business (3801 PGA BLVD., SUITE 904 PALM BEACH GARDENS, FL 33410).



You must report officer, director, member, general partner and manager information as of the date you complete this report. Please sign below!

This report must be signed to satisfy franchise tax requirements.

1651279850116

SECTION A Name, title and mailing address of each officer, director, member, general partner or manager.

Table with 4 rows for officer/director information. Columns: Name, Title, Director (YES/NO), Term expiration (mmddyy), Mailing address, City, State, ZIP Code.

SECTION B Enter information for each corporation, LLC, LP, PA or financial institution, if any, in which this entity owns an interest of 10 percent or more.

Table with 2 rows for ownership information. Columns: Name of owned (subsidiary) corporation, LLC, LP, PA or financial institution, State of formation, Texas SOS file number, if any, Percentage of ownership.

SECTION C Enter information for each corporation, LLC, LP, PA or financial institution, if any, that owns an interest of 10 percent or more in this entity.

Form with fields: Name of owned (parent) corporation, LLC, LP, PA or financial institution, State of formation, Texas SOS file number, if any, Percentage of ownership, Registered agent and registered office currently on file, Office: 701 BRAZOS, SUITE 1050, City AUSTIN, State TX, ZIP Code 78701.

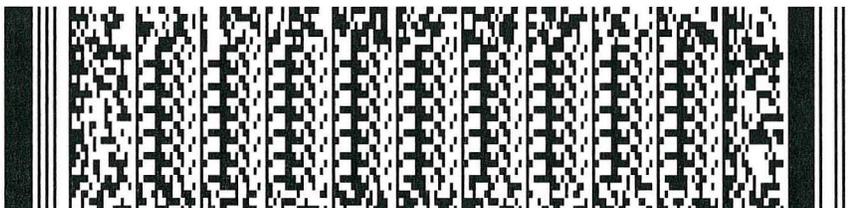
The information on this form is required by Section 171.203 of the Tax Code for each corporation, LLC, LP, PA or financial institution that files a Texas Franchise Tax Report. Use additional sheets for Sections A, B and C, if necessary. The information will be available for public inspection.

I declare that the information in this document and any attachments is true and correct to the best of my knowledge and belief, as of the date below, and that a copy of this report has been mailed to each person named in this report who is an officer, director, member, general partner or manager and who is not currently employed by this or a related corporation, LLC, LP, PA or financial institution.

Form with fields: sign here, Title CEO, Date, Area code and phone number (561) 721-7150.

Texas Comptroller Official Use Only

Form with fields: VE/DE, PIR IND.



Texas Franchise Tax Public Information Report

To be filed by Corporations, Limited Liability Companies (LLC), Limited Partnerships (LP),
Professional Associations (PA) and Financial Institutions

Tcode 13196

Taxpayer number

Report year

You have certain rights under Chapter 552 and 559,
Government Code, to review, request and correct information
we have on file about you. Contact us at 1-800-252-1381.

12601826030

2016

| | | | |
|--|----------|--|--|
| Taxpayer name LORAIN WINDPARK PROJECT, LLC | | <input type="checkbox"/> Check box if the mailing address has changed. | |
| Mailing address 3801 PGA BLVD., SUITE 904 | | | Secretary of State (SOS) file number or Comptroller file number |
| City PALM BEACH GARDENS | State FL | ZIP code plus 4 33410 | 0800818531 |

Check box if there are currently no changes from previous year; if no information is displayed, complete the applicable information in Sections A, B and C.

| |
|---|
| Principal office 3801 PGA BLVD #904/PALM BEACH G, FL 33410 |
| Principal place of business 3801 PGA BLVD #904/PALM BEACH G, FL 33410 |



1260182603016

You must report officer, director, member, general partner and manager information as of the date you complete this report.

Please sign below!

This report must be signed to satisfy franchise tax requirements.

SECTION A Name, title and mailing address of each officer, director, member, general partner or manager.

| | | | |
|---|-----------------------|---|--------------------------------|
| Name WALTER KAMP | Title CEO | Director <input checked="" type="checkbox"/> YES | Term expiration m m d d y y |
| Mailing address 3801 PGA BLVD., SUITE 904 | City PALM BEACH GARDE | State FL | ZIP Code 33410 |
| Name JAMES KUTEY | Title CDO | Director <input checked="" type="checkbox"/> YES | Term expiration m m d d y y |
| Mailing address 3801 PGA BLVD., SUITE 904 | City PALM BEACH GARDE | State FL | ZIP Code 33410 |
| Name | Title | Director <input type="checkbox"/> YES | Term expiration m m d d y y |
| Mailing address | City | State | ZIP Code |

SECTION B Enter information for each corporation, LLC, LP, PA or financial institution, if any, in which this entity owns an interest of 10 percent or more.

| | | | |
|--|--------------------|-------------------------------|-------------------------|
| Name of owned (subsidiary) corporation, LLC, LP, PA or financial institution | State of formation | Texas SOS file number, if any | Percentage of ownership |
| Name of owned (subsidiary) corporation, LLC, LP, PA or financial institution | State of formation | Texas SOS file number, if any | Percentage of ownership |

SECTION C Enter information for each corporation, LLC, LP, PA or financial institution, if any, that owns an interest of 10 percent or more in this entity.

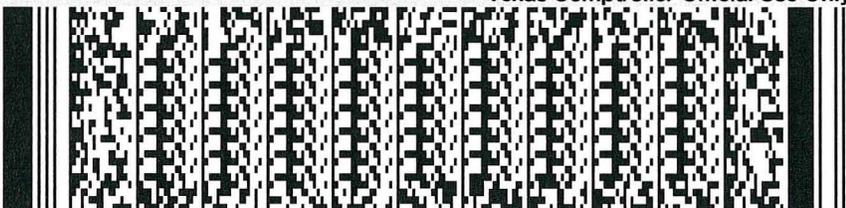
| | | | |
|---|---------------------------------|--|--|
| Name of owned (parent) corporation, LLC, LP, PA or financial institution THIRD PLANET WINDPOWER, LLC | State of formation DE | Texas SOS file number, if any 0800826845 | Percentage of ownership 100.00 |
| Registered agent and registered office currently on file (see instructions if you need to make changes) Agent: CORP. SERV. CO DBA CSC-LAWY. INC | | You must make a filing with the Secretary of State to change registered agent, registered office or general partner information. | |
| Office: 701 BRAZOS, SUITE 1050 | City AUSTIN | State TX | ZIP Code 78701 |

The information on this form is required by Section 171.203 of the Tax Code for each corporation, LLC, LP, PA or financial institution that files a Texas Franchise Tax Report. Use additional sheets for Sections A, B and C, if necessary. The information will be available for public inspection.

I declare that the information in this document and any attachments is true and correct to the best of my knowledge and belief, as of the date below, and that a copy of this report has been mailed to each person named in this report who is an officer, director, member, general partner or manager and who is not currently employed by this or a related corporation, LLC, LP, PA or financial institution.

| | | | |
|------------------|---------------------|------|---|
| sign here | Title CFO | Date | Area code and phone number (561) 721-7150 |
|------------------|---------------------|------|---|

Texas Comptroller Official Use Only



| | |
|--------------------------------|----------------------------------|
| VE/DE <input type="checkbox"/> | PIR IND <input type="checkbox"/> |
|--------------------------------|----------------------------------|



Tab 4**Detailed Description of Project**

Third Planet Windpower, LLC is proposing the construction of a wind-powered electric generating facility with an operating capacity of approximately 100 megawatts in Mitchell County. The exact number of wind turbines and the size of each turbine would depend upon ongoing wind and siting analysis, the wind turbine selected, and the final megawatt generating capacity of the final layout.

Improvements and investments with the wind-powered Project will include, but not be limited to, wind turbines, turbine transformers (pad-mounts), towers, foundations, underground collection systems, electrical substation equipment, generation tie lines, electrical interconnections, met towers, roads, spare parts, and control systems. Estimated capital expenditure on the project ranges from \$125,000,000 to \$150,000,000. The productive life of the equipment is estimated to be 25 years.

Construction of the project is anticipated to begin in the first quarter of 2018 with completion in the third quarter of 2018.

It is estimated that 75 temporary construction jobs will be employed during the construction phase of the Project (January 2018 – August 2018), and that 4 new full-time positions will be created to maintain, inspect, and service the wind turbines. Hiring of permanent full-time employees will begin in August of 2018.

Tab 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?

Third Planet Windpower, LLC has begun early stage due diligence work to explore the feasibility of constructing a wind facility at this site. As such, certain contracts have been executed including agreements to site and install meteorological monitoring equipment, wind study reports, lease and easement agreements with landowners, and contracts with environmental contractors to explore environmental impacts of the proposed project. None of these contracts obligate Third Planet Windpower, LLC to construct the project. In addition to the noted activities, Third Planet Windpower, LLC is also exploring off take, hedging contracts, and financing options.

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

Third Planet Windpower's proposed project in Loraine, Texas consists of 100 MW of capacity and is located adjacent to its existing Loraine Windpark Project. Construction of the project started in 2009-10. Construction was abandoned after this basic infrastructure was installed primarily because of collapsing wholesale power prices and the concurrent US financial crisis. Since this time, Federal Production Tax Credit (PTC) have been unavailable to allow to the project to move forward at profitable returns. Recent (December 2016) IRS Section 45 tax code special guidance has allowed projects like these - that have started and stopped construction - to reinstate PTC eligibility. This eligibility is conditioned upon completing construction and achieving in-service status no later than December 31, 2018. Failure to meet the 2018 in-service date will render the project ineligible for PTC indefinitely thereafter. Given the above circumstances, Third Planet Windpower recognizes a narrow window to complete this 100 MW project.

Electric cooperatives, private companies and city utilities are focused on low-cost energy supply, and contracting for the sale of electricity is currently highly competitive, particularly because of the low power prices at the wholesale level in Texas. Receiving the Appraised Value Limitation from the school district is vital to obtaining long-term financing and to maintaining the economic competitiveness of the project. The property tax liabilities of a project without tax incentives in Texas lowers the return to investors and financiers to an unacceptable level at today's contracted power rates under a Power Purchase Agreement (PPA). A signed PPA in the Texas market is at much lower rates than other states because of competitively low electric prices. Both parties of the PPA have escape clauses if the terms of the PPA cannot be met. Without tax incentives in Texas, a project with a PPA becomes non-financeable. As of the time of this application, Third Planet Windpower, LLC does not have a PPA. Therefore, this appraised value limitation is critical to the ability of the proposed Project to move forward as currently sited.

Tab 6

Description of how project is located in more than one district, including list of percentages in each district and if determined to be a single unified project, documentation from the Office of the Governor (if applicable)

- | | |
|--------------------------------------|------|
| 1. Mitchell County | 100% |
| 2. Mitchell County Hospital District | 100% |
| 3. Mitchell County Water District | 100% |
| 4. Loraine ISD | 100% |
| 5. Lateral Road | 100% |

Third Planet Windpower, LLC
Loraine ISD Limitation of Value Application

Tab 7

Description of qualified investment

See Tab #4

Third Planet Windpower, LLC
Loraine ISD Limitation of Value Application

Tab 8

Description of qualified property

See Tab #4

Tab 9

Description of Land

Third Planet Windpower, LLC will lease approximately 12,160 acres of land in Mitchell County, Texas. Below is a description of the Project Area:

- **Sections:** 30 and 31 of Block 24 T& P RR Co Survey, Mitchell County, Texas which fall in part or whole into Mitchell County, Texas
- **Sections:** 3,4,9,10,11,21,22,23,24,25,26,27,34,35,36,37, and 38 of Block 25 T& P RR Co Survey, Mitchell County, Texas which fall in part or whole into Mitchell County, Texas

Tab 10**Description of Property not Eligible to become Qualified Property**

Third Planet Windpower, LLC currently has wind turbine foundations, roads and collection cables installed on various portions of the land being considered for the Project. The wind turbine foundations are not compatible with current wind turbines under consideration and the locations are not optimized to take advantage of wind patterns based on more recent studies. As such, the foundations will be demolished and have no value. The current assessed value of the foundations is zero.

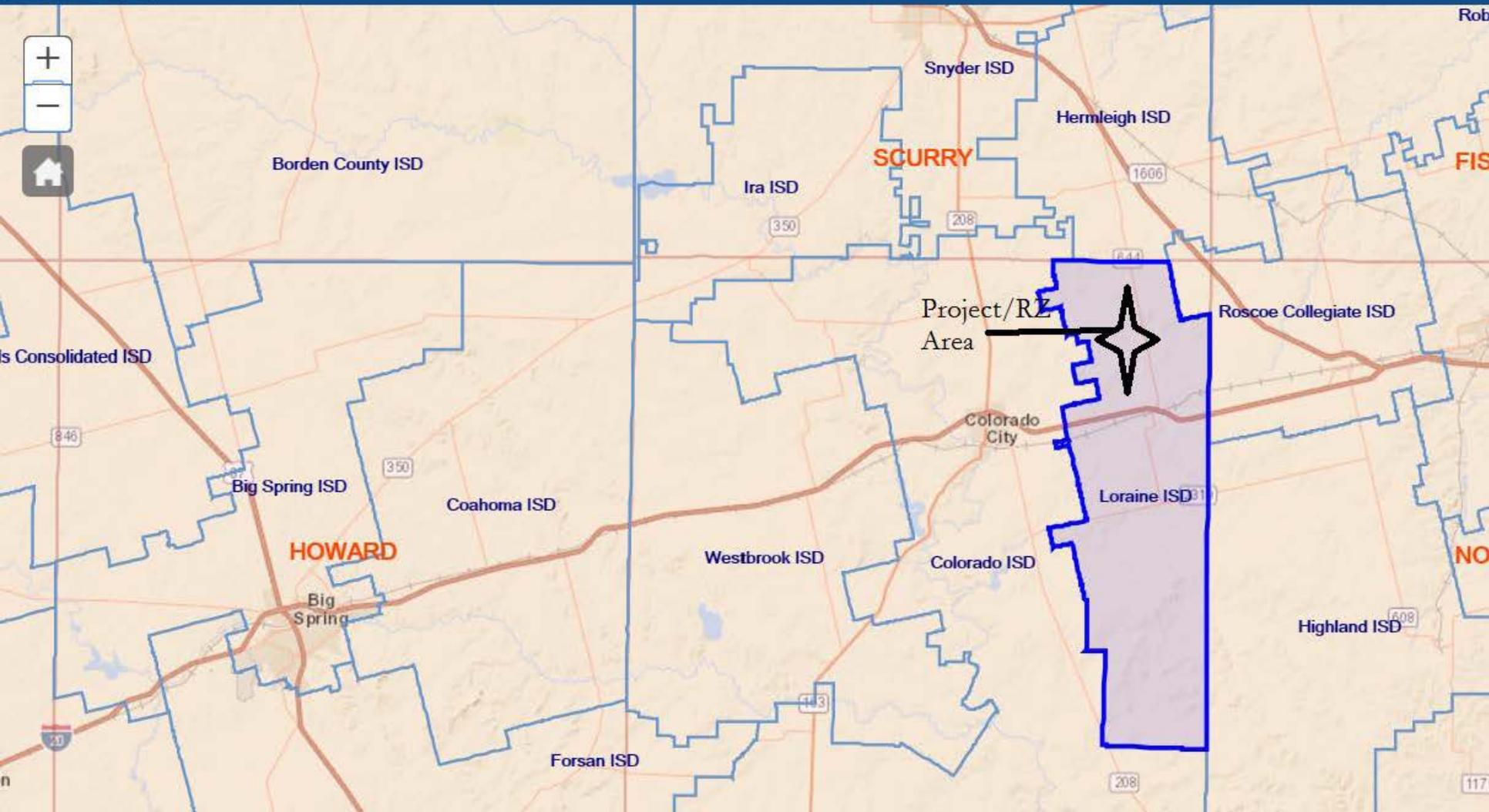
Installation of new wind turbines and foundation will use the existing roads and the new wind turbines will be connected to the existing collection cables. The estimated cost of this existing property is \$8,200,000. As the roads and collection cables were never put into service, the current assessed value of this property is zero.

Tab 11

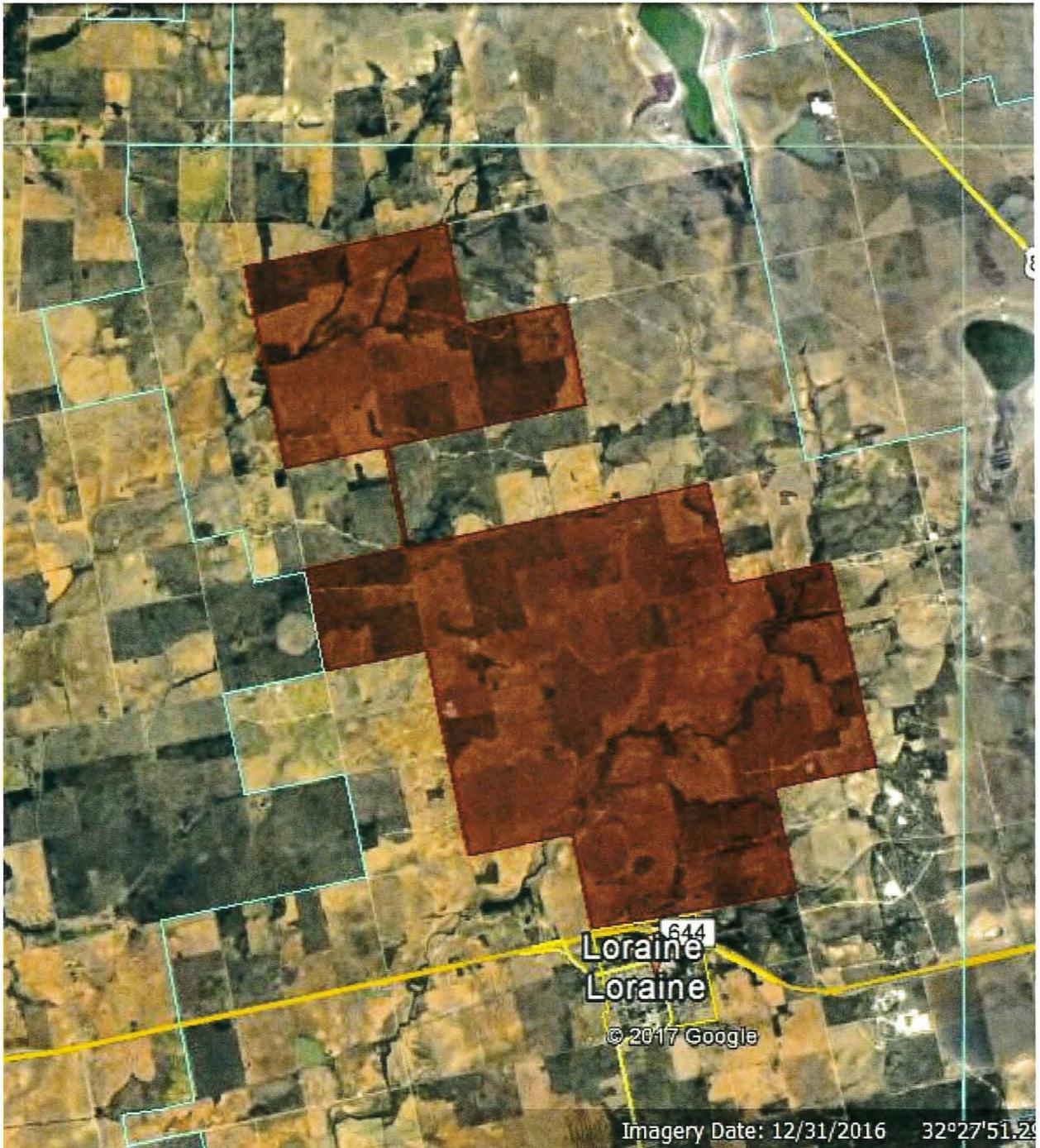
Map of Project

See Attached:

- a) Project Vicinity
- b) Qualified Investment / Property (Confidential)
- c) Existing property
- d) Land location within vicinity map
- e) Reinvestment zone



a) Map of Project Vicinity



RZ/Project Boundary



Loraine ISD Boundary

Third Planet Windpower, LLC
Lorraine ISD Limitation of Value Application

Tab 12

Request for Waiver of Job Creation Requirement

See attached letter.



3801 PGA Boulevard, Suite 904, Palm Beach Gardens, FL 33410
Office (561)721-7150 • Fax (561)721-7160 • www.thirdplanetwind.com

Loraine Independent School District
Attn: School Superintendent Brandon McDowell
800 S. Lightfoot
Loraine, TX 79532

June 14, 2017

Re: Chapter 313 Job Waiver Request

Dear Mr. McDowell,

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

Third Planet Windpower, LLC requests that the Loraine Independent School District makes such a finding and waive the job creation requirement for 10 permanent jobs. In line with industry standards for job requirements, Third Planet Windpower, LLC has committed to create at least four total full-time jobs for the creation a 100 Megawatt wind project, all of which would be in Loraine ISD.

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

The industry standard for employment is typically one full-time employee for approximately every 15 to 20 turbines. This number may vary depending on the operations and maintenance requirements of the turbines selected as well as the support and technical assistance offered by the turbine manufacturer. The permanent employees of a wind project maintain and service wind turbines, underground electrical connections, substations and other infrastructure associated with the safe and reliable operation of the project. In addition to the onsite employees, there may be managers or technicians who support the project from offsite locations.

Sincerely,

A handwritten signature in blue ink, appearing to read "James F. Kutey", is written over a large, stylized blue circular flourish.

James F. Kutey

Chief Development Officer
Third Planet Windpower, LLC

Tab 13

Calculation of three possible wage requirements with available TWC documentation

| Quarterly Employment and Wages - Mitchell County | | | | | | | | |
|---|---------|-----------------|-----------|----------|-------|----------|-----------------------|------------------|
| Year | Period | Area | Ownership | Division | Level | Ind Code | Industry | Avg Weekly Wages |
| 2015 | 4th Qtr | Mitchell County | Total All | 0 | 0 | 10 | Total, All Industries | \$ 827 |
| 2016 | 1st Qtr | Mitchell County | Total All | 0 | 0 | 10 | Total, All Industries | \$ 844 |
| 2016 | 2nd Qtr | Mitchell County | Total All | 0 | 0 | 10 | Total, All Industries | \$ 740 |
| 2016 | 3rd Qtr | Mitchell County | Total All | 0 | 0 | 10 | Total, All Industries | \$ 776 |
| TOTAL | | | | | | | | \$ 796.75 |
| Average County Total, All Industries Wage | | | | | | | | \$ 41,431 |
| Requisite Wage (110% of Avg County Total, All Industries Wage) | | | | | | | | \$ 45,574 |

| Quarterly Employment and Wages - Mitchell County | | | | | | | | |
|---|---------|-----------------|-----------|----------|-------|----------|---------------|------------------|
| Year | Period | Area | Ownership | Division | Level | Ind Code | Industry | Avg Weekly Wages |
| 2015 | 4th Qtr | Mitchell County | Total All | 31 | 2 | 31-33 | Manufacturing | \$ 1,025 |
| 2016 | 1st Qtr | Mitchell County | Total All | 31 | 2 | 31-33 | Manufacturing | - |
| 2016 | 2nd Qtr | Mitchell County | Total All | 31 | 2 | 31-33 | Manufacturing | - |
| 2016 | 3rd Qtr | Mitchell County | Total All | 31 | 2 | 31-33 | Manufacturing | - |
| TOTAL | | | | | | | | - |
| Average County Manufacturing Wage | | | | | | | | \$ - |
| Requisite Wage (110% of Avg County Mfg Wage) | | | | | | | | \$ - |

Texas Workforce Commission does not have data for the four most recent quarters

| 2015 Manufacturing Wages by Council of Government Region Wages for All Occupations Mitchell County | | |
|--|------------------|-----------|
| COG | Wages | |
| | Hourly | Annual |
| 1. West Central Texas Council of Governments | \$ 19.84 | \$ 41,270 |
| Requisite Wage (110% of COG Mfg Wage) | \$ 45,397 | |

Quarterly Employment and Wages (QCEW)

[Back](#)

Page 1 of 1 (40 results/page)

| Year | Period | Area | Ownership | Division | Level | Ind Code | Industry | Avg Weekly Wages |
|------|---------|-----------------|-----------|----------|-------|----------|-----------------------|------------------|
| 2015 | 1st Qtr | Mitchell County | Total All | 00 | 0 | 10 | Total, All Industries | \$825 |
| 2016 | 1st Qtr | Mitchell County | Total All | 00 | 0 | 10 | Total, All Industries | \$844 |
| 2015 | 2nd Qtr | Mitchell County | Total All | 00 | 0 | 10 | Total, All Industries | \$743 |
| 2016 | 2nd Qtr | Mitchell County | Total All | 00 | 0 | 10 | Total, All Industries | \$740 |
| 2015 | 3rd Qtr | Mitchell County | Total All | 00 | 0 | 10 | Total, All Industries | \$792 |
| 2016 | 3rd Qtr | Mitchell County | Total All | 00 | 0 | 10 | Total, All Industries | \$776 |
| 2015 | 4th Qtr | Mitchell County | Total All | 00 | 0 | 10 | Total, All Industries | \$827 |

Quarterly Employment and Wages (QCEW)

[Back](#)

Page 1 of 1 (40 results/page)

|  Year |  Period |  Area |  Ownership |  Division |  Level |  Ind Code |  Industry |  Avg Weekly Wages |
|--|--|--|---|--|---|--|--|--|
| 2015 | 1st Qtr | Mitchell County | Total All | 31 | 2 | 31-33 | Manufacturing | \$938 |
| 2015 | 2nd Qtr | Mitchell County | Total All | 31 | 2 | 31-33 | Manufacturing | \$872 |
| 2015 | 4th Qtr | Mitchell County | Total All | 31 | 2 | 31-33 | Manufacturing | \$1,025 |

**2015 Manufacturing Average Wages by Council of Government Region
Wages for All Occupations**

| COG | Wages | |
|---|----------------|-----------------|
| | Hourly | Annual |
| Texas | \$24.41 | \$50,778 |
| 1. Panhandle Regional Planning Commission | \$20.64 | \$42,941 |
| 2. South Plains Association of Governments | \$17.50 | \$36,408 |
| 3. NORTEX Regional Planning Commission | \$23.28 | \$48,413 |
| 4. North Central Texas Council of Governments | \$25.03 | \$52,068 |
| 5. Ark-Tex Council of Governments | \$18.46 | \$38,398 |
| 6. East Texas Council of Governments | \$19.84 | \$41,270 |
| 7. West Central Texas Council of Governments | \$19.84 | \$41,257 |
| 8. Rio Grande Council of Governments | \$18.32 | \$38,109 |
| 9. Permian Basin Regional Planning Commission | \$25.18 | \$52,382 |
| 10. Concho Valley Council of Governments | \$18.80 | \$39,106 |
| 11. Heart of Texas Council of Governments | \$21.41 | \$44,526 |
| 12. Capital Area Council of Governments | \$29.98 | \$62,363 |
| 13. Brazos Valley Council of Governments | \$18.78 | \$39,057 |
| 14. Deep East Texas Council of Governments | \$17.30 | \$35,993 |
| 15. South East Texas Regional Planning Commission | \$30.41 | \$63,247 |
| 16. Houston-Galveston Area Council | \$26.44 | \$54,985 |
| 17. Golden Crescent Regional Planning Commission | \$23.73 | \$49,361 |
| 18. Alamo Area Council of Governments | \$19.96 | \$41,516 |
| 19. South Texas Development Council | \$15.87 | \$33,016 |
| 20. Coastal Bend Council of Governments | \$25.97 | \$54,008 |
| 21. Lower Rio Grande Valley Development Council | \$16.17 | \$33,634 |
| 22. Texoma Council of Governments | \$19.04 | \$39,595 |
| 23. Central Texas Council of Governments | \$18.04 | \$37,533 |
| 24. Middle Rio Grande Development Council | \$22.24 | \$46,263 |

Source: Texas Occupational Employment and Wages

Data published: July 2016

Data published annually, next update will be July 31, 2017

Note: Data is not supported by the Bureau of Labor Statistics (BLS).

Wage data is produced from Texas OES data, and is not to be compared to BLS estimates.

Data intended for TAC 313 purposes only.

Third Planet Windpower, LLC
Lorraine ISD Limitation of Value Application

Tab 14

Schedules A – D

See Attached.

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

Date **6/14/2017**
 Applicant Name **THIRD PLANET WINDPOWER, LLC**
 ISD Name **LORAINÉ**

Form 50-296A

Revised May 2014

| PROPERTY INVESTMENT AMOUNTS | | | | | | | | | |
|--|------|--|---|--|--|--|--|---|--|
| (Estimated Investment in each year. Do not put cumulative totals.) | | | | | | | | | |
| | | | | Column A | Column B | Column C | Column D | Column E | |
| | Year | School Year (YYYY-YYYY) | Tax Year (Fill in actual tax year below) YYYY | New investment (original cost) in tangible personal property placed in service during this year that will become Qualified Property | New investment made during this year in buildings or permanent nonremovable components of buildings that will become Qualified Property | Other new investment made during this year that will <u>not</u> become Qualified Property [SEE NOTE] | Other new investment made during this year that may become Qualified Property [SEE NOTE] | Total Investment (Sum of Columns A+B+C+D) | |
| Investment made before filing complete application with district | | Year preceding the first complete tax year of the qualifying time period (assuming no deferrals of qualifying time period) | 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 | | | | \$ - | \$ - | \$ - | | \$ - | |
| Complete tax years of qualifying time period | QTP1 | 2018-2019 | 2018 | \$ 130,000,000 | \$ - | \$ - | | \$ 130,000,000 | |
| | QTP2 | 2019-2020 | 2019 | \$ - | \$ - | \$ - | | \$ - | |
| Total Investment through Qualifying Time Period [ENTER this row in Schedule A2] | | | | \$ 130,000,000 | \$ - | \$ - | | \$ 130,000,000 | |
| | | | | <small>Enter amounts from TOTAL row above in Schedule A2</small> | | | | | |
| Total Qualified Investment (sum of green cells) | | | | \$ 130,000,000 | | | | | |

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

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

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

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

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

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

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

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

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

Date 6/14/2017
 Applicant Name THIRD PLANET WINDPOWER, LLC
 ISD Name LORRAINE

Form 50-296A
 Revised May 2014

| PROPERTY INVESTMENT AMOUNTS | | | | | | | | |
|--|------|-------------------------|---|--|--|--|---|----------------------------|
| (Estimated investment in each year. Do not put cumulative totals.) | | | | | | | | |
| | | | | Column A | Column B | Column C | Column D | Column E |
| | Year | School Year (YYYY-YYYY) | Tax Year (Fill in actual tax year below) YYYY | New investment (original cost) in tangible personal property placed in service during this year that will become Qualified Property | New investment made during this year in buildings or permanent nonremovable components of buildings that will become Qualified Property | Other investment made during this year that will <u>not</u> become Qualified Property [SEE NOTE] | Other investment made during this year that will become Qualified Property [SEE NOTE] | Total Investment (A+B+C+D) |
| Total Investment from Schedule A1* | -- | TOTALS FROM SCHEDULE A1 | | \$ 130,000,000 | \$ - | \$ - | \$ - | \$ 130,000,000 |
| Each year prior to start of value limitation period** <i>insert as many rows as necessary</i> | 0 | 2017-2018 | 2017 | \$ - | \$ - | \$ - | \$ - | \$ - |
| | 0 | 2017-2018 | 2018 | \$ 130,000,000 | \$ - | \$ - | \$ - | \$ 130,000,000 |
| Value limitation period*** | 1 | 2018-2019 | 2019 | \$ - | \$ - | \$ - | \$ - | \$ - |
| | 2 | 2020-2021 | 2020 | \$ - | \$ - | \$ - | \$ - | \$ - |
| | 3 | 2021-2022 | 2021 | \$ - | \$ - | \$ - | \$ - | \$ - |
| | 4 | 2022-2023 | 2022 | \$ - | \$ - | \$ - | \$ - | \$ - |
| | 5 | 2023-2024 | 2023 | \$ - | \$ - | \$ - | \$ - | \$ - |
| | 6 | 2024-2025 | 2024 | \$ - | \$ - | \$ - | \$ - | \$ - |
| | 7 | 2025-2026 | 2025 | \$ - | \$ - | \$ - | \$ - | \$ - |
| | 8 | 2026-2027 | 2026 | \$ - | \$ - | \$ - | \$ - | \$ - |
| | 9 | 2027-2028 | 2027 | \$ - | \$ - | \$ - | \$ - | \$ - |
| | 10 | 2028-2029 | 2028 | \$ - | \$ - | \$ - | \$ - | \$ - |
| Total Investment made through limitation | | | | \$ 130,000,000 | \$ - | \$ - | \$ - | \$ 130,000,000 |
| Continue to maintain viable presence | 11 | 2029-2030 | 2029 | | | \$ - | \$ - | \$ - |
| | 12 | 2030-2031 | 2030 | | | \$ - | \$ - | \$ - |
| | 13 | 2031-2032 | 2031 | | | \$ - | \$ - | \$ - |
| | 14 | 2032-2033 | 2032 | | | \$ - | \$ - | \$ - |
| | 15 | 2033-2034 | 2033 | | | \$ - | \$ - | \$ - |
| Additional years for 25 year economic impact as required by 313.026(c)(1) | 16 | 2034-2035 | 2034 | | | \$ - | \$ - | \$ - |
| | 17 | 2035-2036 | 2035 | | | \$ - | \$ - | \$ - |
| | 18 | 2036-2037 | 2036 | | | \$ - | \$ - | \$ - |
| | 19 | 2037-2038 | 2037 | | | \$ - | \$ - | \$ - |
| | 20 | 2038-2039 | 2038 | | | \$ - | \$ - | \$ - |
| | 21 | 2039-2040 | 2039 | | | \$ - | \$ - | \$ - |
| | 22 | 2040-2041 | 2040 | | | \$ - | \$ - | \$ - |
| | 23 | 2041-2042 | 2041 | | | \$ - | \$ - | \$ - |
| | 24 | 2042-2043 | 2042 | | | \$ - | \$ - | \$ - |
| | 25 | 2043-2044 | 2043 | | | \$ - | \$ - | \$ - |

* All investments made through the qualifying time period are captured and totaled on Schedule A1 [blue box] and incorporated into this schedule in the first row.
 ** Only investment made during deferrals of the start of the limitation (after the end of qualifying time period but before the start of the Value Limitation Period) should be included in the "year prior to start of value limitation period" row(s). If the limitation starts at the end of the qualifying time period or the qualifying time period overlaps the limitation, no investment should be included on this line.
 *** If your qualifying time period will overlap your value limitation period, do not also include investment made during the qualifying time period in years 1 and/or 2 of the value limitation period, depending on the overlap. Only include investments/years that were not captured on Schedule A1.
 For All Columns: List amount invested each year, not cumulative totals. Only include investments in the remaining rows of Schedule A2 that were not captured on Schedule A1.
 Column A: This represents the total dollar amount of planned investment in tangible personal property. Only include estimates of investment for "replacement" property if the property is specifically described in the application.
 Only tangible personal property that is specifically described in the application can become qualified property.
 Column B: The total dollar amount of planned investment each year in buildings or nonremovable component of buildings.
 Column C: Dollar value of other investment that may affect economic impact and total value. Examples of other investment that will not become qualified property include investment meeting the definition of 313.021(1) but not creating a new improvement as defined by TAC 9.1051. This is proposed property that functionally replaces existing property; is used to maintain, refurbish, renovate, modify or upgrade existing property; or is affixed to existing property—described in SECTION 13, question #5 of the application.
 Column D: Dollar value of other investment that may affect economic impact and total value. Examples of other investment that may result in qualified property are land or professional services.

Date 6/14/2017
 Applicant Name THIRD PLANET WINDPOWER, LLC
 ISD Name LORAINÉ

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 | \$ - | \$ - | \$ - | \$ - | \$ - | \$ - |
| | 0 | 2018-2019 | 2018 | \$ - | \$ - | \$ - | \$ - | \$ - | \$ - |
| Value Limitation Period | 1 | 2018-2019 | 2019 | \$ - | \$ - | \$ 123,500,000 | \$ - | \$ 123,500,000 | \$ 30,000,000 |
| | 2 | 2020-2021 | 2020 | \$ - | \$ - | \$ 113,620,000 | \$ - | \$ 113,620,000 | \$ 30,000,000 |
| | 3 | 2021-2022 | 2021 | \$ - | \$ - | \$ 104,530,000 | \$ - | \$ 104,530,000 | \$ 30,000,000 |
| | 4 | 2022-2023 | 2022 | \$ - | \$ - | \$ 96,168,000 | \$ - | \$ 96,168,000 | \$ 30,000,000 |
| | 5 | 2023-2024 | 2023 | \$ - | \$ - | \$ 88,475,000 | \$ - | \$ 88,475,000 | \$ 30,000,000 |
| | 6 | 2024-2025 | 2024 | \$ - | \$ - | \$ 81,397,000 | \$ - | \$ 81,397,000 | \$ 30,000,000 |
| | 7 | 2025-2026 | 2025 | \$ - | \$ - | \$ 74,885,000 | \$ - | \$ 74,885,000 | \$ 30,000,000 |
| | 8 | 2026-2027 | 2026 | \$ - | \$ - | \$ 68,894,000 | \$ - | \$ 68,894,000 | \$ 30,000,000 |
| | 9 | 2027-2028 | 2027 | \$ - | \$ - | \$ 63,382,000 | \$ - | \$ 63,382,000 | \$ 30,000,000 |
| | 10 | 2028-2029 | 2028 | \$ - | \$ - | \$ 58,311,000 | \$ - | \$ 58,311,000 | \$ 30,000,000 |
| Continue to maintain viable presence | 11 | 2029-2030 | 2029 | \$ - | \$ - | \$ 53,646,000 | \$ - | \$ 53,646,000 | \$ 53,646,000 |
| | 12 | 2030-2031 | 2030 | \$ - | \$ - | \$ 49,354,000 | \$ - | \$ 49,354,000 | \$ 49,354,000 |
| | 13 | 2031-2032 | 2031 | \$ - | \$ - | \$ 45,406,000 | \$ - | \$ 45,406,000 | \$ 45,406,000 |
| | 14 | 2032-2033 | 2032 | \$ - | \$ - | \$ 41,774,000 | \$ - | \$ 41,774,000 | \$ 41,774,000 |
| | 15 | 2033-2034 | 2033 | \$ - | \$ - | \$ 38,432,000 | \$ - | \$ 38,432,000 | \$ 38,432,000 |
| Additional years for 25 year economic impact as required by 313.026(c)(1) | 16 | 2034-2035 | 2034 | \$ - | \$ - | \$ 35,357,000 | \$ - | \$ 35,357,000 | \$ 35,357,000 |
| | 17 | 2035-2036 | 2035 | \$ - | \$ - | \$ 32,528,000 | \$ - | \$ 32,528,000 | \$ 32,528,000 |
| | 18 | 2036-2037 | 2036 | \$ - | \$ - | \$ 29,926,000 | \$ - | \$ 29,926,000 | \$ 29,926,000 |
| | 19 | 2037-2038 | 2037 | \$ - | \$ - | \$ 27,532,000 | \$ - | \$ 27,532,000 | \$ 27,532,000 |
| | 20 | 2038-2039 | 2038 | \$ - | \$ - | \$ 25,329,000 | \$ - | \$ 25,329,000 | \$ 25,329,000 |
| | 21 | 2039-2040 | 2039 | \$ - | \$ - | \$ 24,316,000 | \$ - | \$ 24,316,000 | \$ 24,316,000 |
| | 22 | 2040-2041 | 2040 | \$ - | \$ - | \$ 24,316,000 | \$ - | \$ 24,316,000 | \$ 24,316,000 |
| | 23 | 2041-2042 | 2041 | \$ - | \$ - | \$ 24,316,000 | \$ - | \$ 24,316,000 | \$ 24,316,000 |
| | 24 | 2042-2043 | 2042 | \$ - | \$ - | \$ 24,316,000 | \$ - | \$ 24,316,000 | \$ 24,316,000 |
| | 25 | 2043-2044 | 2043 | \$ - | \$ - | \$ 24,316,000 | \$ - | \$ 24,316,000 | \$ 24,316,000 |

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

Schedule C: Employment Information

Date 6/14/2017
 Applicant Name THIRD PLANET WINDPOWER, LLC
 ISD Name LORAINE

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 Number of Construction FTE's or man-hours (specify) | Column B Average annual wage rates for construction workers | Column C Number of non-qualifying jobs applicant estimates it will create (cumulative) | Column D Number of new qualifying jobs applicant commits to create meeting all criteria of Sec. 313.021(3) (cumulative) | Column E 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 | 0 | N/A | 0 | 0 | N/A |
| | 0 | 2018-2019 | 2018 | 75 | \$ 65,000 | 0 | 0 | N/A |
| Value Limitation Period <i>The qualifying time period could overlap the value limitation period.</i> | 1 | 2018-2019 | 2019 | 0 | N/A | 0 | 4 | \$ 46,000 |
| | 2 | 2020-2021 | 2020 | 0 | N/A | 0 | 4 | \$ 46,000 |
| | 3 | 2021-2022 | 2021 | 0 | N/A | 0 | 4 | \$ 46,000 |
| | 4 | 2022-2023 | 2022 | 0 | N/A | 0 | 4 | \$ 46,000 |
| | 5 | 2023-2024 | 2023 | 0 | N/A | 0 | 4 | \$ 46,000 |
| | 6 | 2024-2025 | 2024 | 0 | N/A | 0 | 4 | \$ 46,000 |
| | 7 | 2025-2026 | 2025 | 0 | N/A | 0 | 4 | \$ 46,000 |
| | 8 | 2026-2027 | 2026 | 0 | N/A | 0 | 4 | \$ 46,000 |
| | 9 | 2027-2028 | 2027 | 0 | N/A | 0 | 4 | \$ 46,000 |
| 10 | 2028-2029 | 2028 | 0 | N/A | 0 | 4 | \$ 46,000 | |
| Years Following Value Limitation Period | 11 through 25 | 2029-2043 | 2028-2042 | 0 | N/A | 0 | 4 | \$ 46,000 |

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

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

Schedule D: Other Incentives (Estimated)

Date 6/14/2017
 Applicant Name THIRD PLANET WINDPOWER, LLC
 ISD Name LORAINÉ

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: MITCHELL | 2019 | 10 years (2019-2028) | \$ 502,000 | \$ 402,000 | \$ 100,000 |
| | City: N/A | | | | | |
| | Other: MITCHELL COUNTY HOSPITAL DISTRICT | 2019 | 10 years (2019-2028) | \$ 346,000 | \$ 278,500 | \$ 67,500 |
| Local Government Code Chapters 380/381 | County: | | | | | |
| | City: | | | | | |
| | Other: | | | | | |
| Freeport Exemptions | | | | | | |
| Non-Annexation Agreements | | | | | | |
| Enterprise Zone/Project | | | | | | |
| Economic Development Corporation | | | | | | |
| Texas Enterprise Fund | | | | | | |
| Employee Recruitment | | | | | | |
| Skills Development Fund | | | | | | |
| Training Facility Space and Equipment | | | | | | |
| Infrastructure Incentives | | | | | | |
| Permitting Assistance | | | | | | |
| Other: | | | | | | |
| Other: | | | | | | |
| Other: | | | | | | |
| Other: | | | | | | |
| TOTAL | | | | \$ 848,000 | \$ 680,500 | \$ 167,500 |

Additional information on incentives for this project:

Tab 15

Economic Impact Analysis

None

Tab 16

Map and Description of Reinvestment Zone

- **Sections:** 30 and 31 of Block 24 T& P RR Co Survey, Mitchell County, Texas which fall in part or whole into Mitchell County, Texas
- **Sections:** 3,4,9,10,11,21,22,23,24,25,26,27,34,35,36,37, and 38 of Block 25 T& P RR Co Survey, Mitchell County, Texas which fall in part or whole into Mitchell County, Texas

Third Planet Windpower, LLC
Loraine ISD Limitation of Value Application

Tab 17

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 -> Brandon McDowell (Print Name) Superintendent (Title)

sign here -> [Signature] 6-19-17 (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 -> James F. Kutley (Print Name) Chief Development Officer (Title)

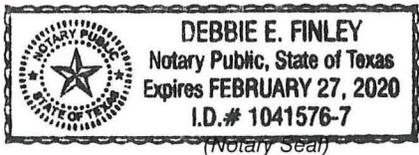
sign here -> [Signature] 19 JUNE 2017 (Date)

GIVEN under my hand and seal of office this, the

19th day of June

Debbie E. Finley (Signature) Notary Public in and for the State of Texas

My Commission expires: 2/27/2020



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