

CUMMINGS WESTLAKE LLC

12837 Louetta Road, Suite 201 Cypress, Texas 77429-5611 713-266-4456 Fax: 713-266-2333

June 29, 2017

Mr. Jose Rafael Lopez
Superintendent
Taft ISD
400 College Street
Taft, TX 78390

Re: **Apex Midway Wind, LLC Chapter 313 Application – Taft ISD**

Dear Mr. Lopez:

Attached is the application of Apex Midway Wind, LLC. Apex Midway Wind, LLC is withdrawing the original Chapter 313 application to Taft ISD and replacing it with this application. The changes made from the original application filed in 2015 are found in the table on the following page.

Apex Midway Wind is submitting this application to you since the board will not meet again until August 15th. Apex has experienced considerable project delays due some of the land for the project being used instead by a large multibillion dollar petrochemical complex.

Would you please contact me if you have questions or comments?

Sincerely,



D. Dale Cummings

cc: Dru Steubing, Apex Clean Energy, Inc.
Kevin O'Hanlon, O'Hanlon, McCollum & Demerath
Dan Casey, Moak Casey & Associates, LLP

INDEX TO APEX MIDWAY WIND LLC APPLICATION

Page	Tab	Section	Question	Description
2		2	2	Mr. Steubing's title has been updated.
4		8	6	Answer has been changed to "yes". Since the 2015 agreement, Apex has obtained a county abatement. Terms are discussed on Schedule D.
4		9	1-8	Timing dates have changed for all questions.
5		10	4	Tax rates have been updated to 2016 actual rates.
7		14	2	Dates have been changed to current dates.
7		14	3	Employee count is changed to current actual.
7		14	4	Employee count has been revised.
7		14	5	Employee count has been revised.
7		14	7	Wage rates have been updated to most current rates.
7		14	9	Wage rate has been updated to the most current rate.
7		14	10	Wage rate has been updated to the most current rate.
8		16	1-2	A new signature page is attached.
	2			Evidence of amended application fee paid is attached.
	3			Updated Form 05-165 is attached.
	4			Project capacity, allocation to Taft ISD, turbine capacity, turbine supplier, turbine count, and project timing are updated.
	5			Information about Apex is updated in paragraph 3 and competing project locations are updated in the last paragraph.
	6			Project capacity, allocation to Taft ISD, turbine count, and tax rates are updated.
	7			Project capacity, allocation to Taft ISD, turbine capacity, turbine supplier, turbine count, and project timing are updated.
	8			Project capacity, allocation to Taft ISD, turbine capacity, turbine supplier, turbine count, and project timing are updated.
	10			An informational map showing the project turbines in relation to existing turbines not part of this project is included.
	11			The second map in this tab shows the updated turbine layout for the project.
	12			A revised job waiver letter is attached.
	13			Revised wage data is shown. This data is the most current available as of the date of the application.
	14			Revised schedules are attached.

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 comptroller.texas.gov/economy/local/ch313/. 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

June 30, 2017
Date Application Received by District
Jose Rafael Lopez
First Name Last Name
Superintendent
Title
Taft ISD
School District Name
400 College Street
Street Address
400 College Street
Mailing Address
Taft TX 78390
City State ZIP
361-528-2636 361-528-3440
Phone Number Fax Number
joe.lopez@taftisd.net
Email Address

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

SECTION 1: School District Information (continued)

3. Authorized School District Consultant (If Applicable)

_____	_____
First Name	Last Name
Partner	
_____	_____
Title	
Moak Casey & Associates, LLP	
_____	_____
Firm Name	
512-485-7878	512-485-7888
_____	_____
Phone Number	Fax Number
	dcasey@moakcasey.com
_____	_____
Mobile Number (optional)	Email Address

4. On what date did the district determine this application complete? July 7, 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)

_____	_____
First Name	Last Name
President and COO	
_____	_____
Title	Organization
Court Square Building, 310 4th Street, NE, Suite 200	
_____	_____
Street Address	
Court Square Building, 310 4th Street, NE, Suite 200	
_____	_____
Mailing Address	
Charlottesville	VA
_____	_____
City	State
434-220-7595	22902
_____	_____
Phone Number	ZIP
	434-220-3712
_____	_____
Mobile Number (optional)	Fax Number
	Mark.Goodwin@apexcleanenergy.com

	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
Director of Project Development	
_____	_____
Title	Organization
124 Scenic Loop Drive	
_____	_____
Street Address	
124 Scenic Loop Drive	
_____	_____
Mailing Address	
Boerne	TX
_____	_____
City	State
830-755-2345	78006
_____	_____
Phone Number	ZIP
	434-220-3712
_____	_____
Mobile Number (optional)	Fax Number
	Dru.Steubing@apexcleanenergy.com

	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)

Dale _____ Cummings _____
 First Name Last Name
 Founding Partner _____
 Title _____
 Cummings Westlake, LLC _____
 Firm Name _____
 713-266-4456 _____ 713-226-2333 _____
 Phone Number Fax Number
 dcummings@cwlp.net _____
 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? _____ Apex Midway Wind, LLC _____
 2. List the Texas Taxpayer I.D. number of entity subject to Tax Code, Chapter 171 (11 digits) _____ 32050705956 _____
 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
 #1086, Taft ISD (2015), #1091, Gregory-Portland ISD (2016) _____

SECTION 5: Applicant Business Structure

1. Identify Business Organization of Applicant (corporation, limited liability corporation, etc) _____ Limited liability company _____
 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)

Empty box for explanation of tax non-compliance.

Texas Comptroller of Public Accounts

Data Analysis and
Transparency
Form 50-296-A

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

Jose Rafael Lopez

Print Name (Authorized School District Representative)

Superintendent

Title

sign here

Signature (Authorized School District Representative)

Date

7/25/17

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

Mark Goodwin

Print Name (Authorized Company Representative (Applicant))

President and CEO

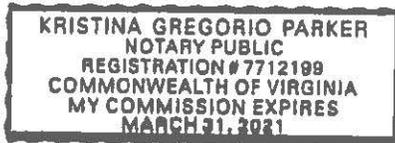
Title

sign here

Signature (Authorized Company Representative (Applicant))

Date

7/24/17



(Notary Seal)

GIVEN under my hand and seal of office this, the

24 day of July, 2017

Kristina Parker
Notary Public in and for the State of Texas Virginia

My Commission expires: 3/31/21

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.