Chapter 313 Annual Eligibility Report Form

SECTION 1: Applicant and District Information

1. Tax year covered by this report: 2017

   NOTE: This report must be completed and submitted to the school district by May 15 of every year using information from the previous tax (calendar) year.

2. Application number: 1215

   NOTE: You can find your application number and all agreement documents and reports on the website comptroller.texas.gov/economy/local/ch313/agreement-docs.php

3. Name of school district: Borden County Independent School District

4. Name of project on original application *(or short description of facility)*: BNB Long Draw Solar LLC

5. Name of applicant on original application: BNB Long Draw Solar LLC

6. Name the company entering into original agreement with district: BNB Long Draw Solar LLC

7. Amount of limitation at time of application approval: $30 million

8. If you are one of two or more companies originally applying for a limitation, list all other applicants here and describe their relationships. *(Use attachments if necessary.)*

SECTION 2: Current Agreement Information

1. Name of current agreement holder(s) ENGIE Long Draw Solar LLC

2. Complete mailing address of current agreement holder 206 E 9TH ST STE 1300 AUSTIN, TX 78701-4411

3. Company contact person for agreement holder:

   UJ Bhandari — Name
   Tax Senior Advisor — Title
   +1 713 636 1262 — Phone
   uj.bhandari@engie.com — Email

4. Texas franchise tax ID number of current agreement holder: 32062516896

5. If the current agreement holder does not report under the franchise tax law, please include name and tax ID of reporting entity:

   ENGIE Long Draw Solar LLC — Name
   32062516896 — Tax ID

6. If the authorized company representative *(same as signatory for this form)* is different from the contact person listed above, complete the following:

   Lynn Byrd — Name
   VP Business Development — Title
   1990 Post Oak Boulevard, Suite 1900 Office 1425, Houston, TX 77056-3831 — Complete Mailing Address
   +1 713 636 1628 — Phone
   lynn.byrd@engie.com — Email

7. If you are a current agreement holder who was not an original applicant, please list all other current agreement holders. Please describe the chain of ownership from the original applicant to the new entities. *(Use attachments if necessary.)*

   BNB Long Draw Solar LLC (Texas taxpayer number 32062516896) was purchased by Engie Solar NA on March 15, 2018. Please see attached assignment agreement. The entity is now known as [Engie Long Draw Solar LLC].

SECTION 3: Applicant Eligibility Information

1. Does the business entity have the right to transact business with respect to Tax Code, Chapter 171? *(Attach printout from Comptroller website: https://mycpa.cpa.state.tx.us/coa/)* ☑ Yes ☐ No
2. Is the business entity current on all taxes due to the State of Texas? ☑ Yes ☐ No
3. Is the business activity of the project an eligible business activity under Section 313.024(b)? ☑ Yes ☐ No

a) 3a. Please identify business activity: Renewable energy electric generation

SECTION 4: Market Value and Limitation Amount

Please identify the county appraisal district (CAD) in which the project is located: Borden County

If the project is located in more than one CAD, please identify the name(s) of the other CADs and provide on a separate sheet for each CAD, the responses to items 1 through 5 applicable to the property (or portion of property) that is reflected in each CAD's property tax account records.

For purposes of item 1, "total market value" should reflect the market value as determined by the CAD (and as adjusted after protest) for only eligible property in all of the CAD property tax accounts covered by the 313 agreement in that county. Please note: "qualified property" is defined by Tax Code section 313.021(2) and 34 Tex. Admin. Code § 9.1051(16) and identified in the executed Chapter 313 agreement.

1. Total market value of all qualified property from all CAD property accounts subject to the 313 agreement ..... $ 0
2. Total value of all applicable exemptions for the qualified property included in item 1 ..... $ 0
3. Total taxable value for school I&S tax purposes for the qualified property (item 1 less item 2) ..... $ 0
4. Limitation amount on appraised value specified as qualified in the 313 agreement ..... $ 0
5. Total taxable value for school M&O tax purposes for the qualified property (lesser of item 3 or item 4) ..... $ 0

SECTION 5A: Wage and Employment Information for Applications Prior to Jan. 1, 2014 (#1 Through 999)

ONLY COMPLETE THE WAGE SECTION (5A or 5B) THAT APPLIES TO YOUR APPLICATION. You can find your application number on the website at comptroller.texas.gov/economy/local/ch313/agreement-docs.php

NOTE: All statutory references in Section 5A are for statute as it existed prior to Jan. 1, 2014. For job definitions see TAC §9.1051(14) and Tax Code, §313.021(3). If the agreement includes a definition of "new job" other than TAC §9.1051(14)(C), then please provide the definition "new job" as used in the agreement. Notwithstanding any waiver by the district of the requirement for the creation of a minimum number of new jobs, or any other job commitment in the agreement, Tax Code §313.024(d) requires that 80 percent of all new jobs be qualifying jobs.

1. How many new jobs were based on the qualified property in the year covered by this report? *(See note above)* ..... Section 5A: N/A
2. What is the number of new jobs required for a project in this school district according to §313.021(2)(A)(iv)(b), §313.051(b), as appropriate? .....
3. Did the applicant request that the governing body waive the minimum job requirement, as provided under Tax Code §313.025(f-1)? ..... ☐ Yes ☐ No

   3a. If yes, how many new jobs must the approved applicant create under the waiver? .....
4. Calculate 80 percent of new jobs (0.80 x number of new jobs based on the qualified property in the year covered by this report.) .....
5. What is the minimum required annual wage for each qualifying job in the year covered by the report? ..... $
6. Identify which of the four Tax Code sections is used to determine the wage standard required by the agreement:
   ☐ §313.021(5)(A) or ☐ §313.021(5)(B) or ☐ §313.021(3)(E)(ii) or ☐ §313.051(b)

   6a. Attach calculations and cite exact Texas Workforce Commission data source as defined in TAC §9.1051.
7. Does the agreement require the applicant to provide a specified number of jobs at a specified wage? ..... ☐ Yes ☐ No

   7a. If yes, how many qualifying jobs did the approved applicant commit to create in the year covered by the report? .....

   7b. If yes, what annual wage did the approved applicant commit to pay in the year covered by the report? ..... $

7c. If yes, how many qualifying jobs were created at the specified wage in the year covered by the report? . . . . . _____

8. How many qualifying jobs (employees of this entity and employees of a contractor with this entity) were based on the qualified property in the year covered by the report? . . . . . _____

8a. Of the qualifying job-holders last year, how many were employees of the approved applicant? . . . . . _____

8b. Of the qualifying job-holders last year, how many were employees of an entity contracting with the approved applicant? . . . . . _____

8c. If any qualifying job-holders were employees of an entity contracting with the applicant, does the approved applicant or assignee have documentation from the contractor supporting the conclusion that those jobs are qualifying jobs? . . . . . ☐ Yes ☐ No ☐ N/A

SECTION 5B: Wage and Employment Information for Applications After Jan. 1, 2014 (#1000 and Above)

ONLY COMPLETE THE WAGE SECTION (5A or 5B) THAT APPLIES TO YOUR APPLICATION. You can find your application number on the website at comptroller.texas.gov/economy/local/ch313/agreement-docs.php.

NOTE: For job definitions see TAC §9.1051(14) and Tax Code, §313.021(3).

QUALIFYING JOBS

1. What is the number of new qualifying jobs the applicant committed to create in the year covered by this report? 0

2. Did the applicant request that the governing body waive the minimum qualifying job requirement, as provided under Tax Code §313.025(f-1)? . . . . . ☑ Yes ☐ No

2a. If yes, how many new qualifying jobs must the approved applicant create under the waiver? 2

3. Which Tax Code section are you using to determine the wage standard required for this project? ☐ §313.021(5)(A) or ☐ §313.021(5)(B)

3a. Attach calculations and cite exact Texas Workforce Commission data sources as defined in TAC §9.1051.

4. What is the minimum required annual wage for each qualifying job in the year covered by this report? . . . . . $ 0

5. What is the annual wage the applicant committed to pay for each of the qualifying jobs in the year covered by this report? . . . . . $ 59,487.00

6. How many qualifying jobs (employees of this entity and employees of a contractor with this entity) were based on the qualified property in the year covered by the report? 0

6a. Of the qualifying job-holders last year, how many were employees of the approved applicant? 0

6b. Of the qualifying job-holders last year, how many were employees of an entity contracting with the approved applicant? 0

6c. If any qualifying job-holders were employees of an entity contracting with the applicant, does the approved applicant or assignee have documentation from the contractor supporting the conclusion that those jobs are qualifying jobs? . . . . . ☐ Yes ☐ No ☑ N/A

7. Do the qualifying jobs meet all minimum requirements set out in Tax Code §313.021(3) and TAC 9.1051(30)? . . . . . ☐ Yes ☐ No

NON-QUALIFYING JOBS

8. What is the number of non-qualifying jobs the applicant had on Dec. 31 of the year covered by this report? 0

9. What was the average wage you were paying for non-qualifying jobs on Dec. 31 of the year covered by this report? . . $ 0.00

10. What is the county average weekly wage for non-qualifying jobs, as defined in TAC §9.1051? . . . . . $ 0.00

MISCELLANEOUS

11. Did the applicant rely on a determination by the Texas Workforce Commission under the provisions §313.024(3)(F) in meeting the minimum qualifying job requirements? . . . . . ☐ Yes ☐ No

11a. If yes, attach supporting documentation to evidence that the requirements of §313.021(3)(F) were met.

12. Are you part of a Single Unified Project (SUP) and relying on the provisions in Tax Code §313.024(d-2) to meet the qualifying job requirements? . . . . . ☐ Yes ☐ No

12a. If yes, attach supporting documentation from the Texas Economic Development and Tourism Office including a list of the other school district(s) and the qualifying jobs located in each.

SECTION 6: Qualified Investment During Qualified Time Period

ENTITIES ARE NOT REQUIRED TO COMPLETE THIS SECTION IF THE YEAR COVERED BY THE REPORT IS AFTER THE QUALIFYING TIME PERIOD OF THEIR AGREEMENT.

1. **What is the qualified investment expended by this entity from the beginning of the qualifying time period through the end of the year covered by this report?** ..... $ 0.00

2. **Was any of the land classified as qualified investment?** ..... ☐ Yes ☑ No

3. **Was any of the qualified investment leased under a capitalized lease?** ..... ☐ Yes ☑ No

4. **Was any of the qualified investment leased under an operating lease?** ..... ☐ Yes ☑ No

5. **Was any property not owned by the applicant part of the qualified investment?** ..... ☐ Yes ☑ No

SECTION 7: Partial Interest

THE FOLLOWING QUESTIONS MUST BE ANSWERED BY ENTITIES HAVING A PARTIAL INTEREST IN AN AGREEMENT.
For limitation agreements where there are multiple company entities that receive a part of the limitation provided by the agreement:
1) each business entity not having a full interest in the agreement should complete a separate form for their proportionate share of required employment and investment information; and, 2) separately, the school district is required to complete an Annual Eligibility Report that provides for each question in this form a sum of the individual answers from reports submitted by each entity so that there is a cumulative Annual Eligibility Report reflecting the entire agreement.

1. What was your limitation amount (or portion of original limitation amount) during the year covered by this report? ....

2. Please describe your interest in the agreement and identify all the documents creating that interest.

SECTION 8: Approval

"I am the authorized representative for the Company submitting this Annual Eligibility Report. I understand that this Report is a government record as defined in Chapter 37 of the Texas Penal Code. The information I am providing on this Report is true and correct to the best of my knowledge and belief."

print here Lynn Byrd
Print Name *(Authorized Company Representative)*

VP
Title

sign here Lynn Byrd.
Signature *(Authorized Company Representative)*

June 15, 2018
Date

print here UJ Bhandari
Print Name of Preparer *(Person Who Completed the Form)*

713-636-1262
Phone

ASSIGNMENT AGREEMENT

This ASSIGNMENT AGREEMENT ("Assignment"), is made and effective March 15, 2018 (the "Effective Date"), by and between BNB Renewable Energy Holdings LLC, a Delaware limited liability company ("Assignor"), and ENGIE Solar NA LLC, a Delaware limited liability company (as assignee of ENGIE Development, LLC, a Delaware limited liability company) ("Assignee"), pursuant to that certain Membership Interest Purchase Agreement, dated as of December 20, 2017, by and between Assignor and Assignee (the "MIPA"). Assignor and Assignee are collectively referred to in this Assignment as "Parties" and each individually as a "Party." Except as otherwise set forth herein, capitalized terms used herein shall have the meanings assigned to them in the MIPA.

RECITALS

WHEREAS, Assignor owns all of the membership interests (the "Membership Interests") in BNB Long Draw Solar LLC, a Delaware limited liability company;

WHEREAS, Assignor and Assignee entered into the MIPA, pursuant to which Assignee is purchasing the Membership Interests from Assignor; and

WHEREAS, Assignor is executing and delivering this Assignment to effect the transfer to Assignee of the Membership Interests pursuant to the MIPA.

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, Assignor, intending to be legally bound, irrevocably grants, sells, assigns, transfers, conveys and delivers to Assignee, its successors and assigns, and Assignee hereby accepts from Assignor, as of the Effective Date, all right, title and interest of Assignor in and to the Membership Interests, free and clear of all Liens.

Each Party hereto agrees from time to time, after the date hereof, to execute and deliver or cause to be executed and delivered such instruments or further assurances as may, in the reasonable opinion of the other Party, be necessary or desirable to give effect to the provisions of this Assignment.

This Assignment shall be binding upon and shall inure to the benefit of the Parties hereto and their respective legal representatives, successors and assigns.

This Assignment and any claim, controversy or dispute arising under or in relation to this Assignment or the relationship of the Parties shall be governed by and construed in accordance with the Laws of the State of Texas applicable to agreements made and to be performed entirely within such state, without regard to the conflict of Laws principles thereof that would require or permit the application of the Law of another jurisdiction.

This Assignment may be executed in multiple counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument. Facsimile or electronic (PDF) signatures shall be deemed to bind each signatory as if they were original signatures. This Assignment shall be binding when one or more counterparts hereof, individually or taken together, shall bear the signatures of all of the parties reflected on this Assignment as the signatories thereto.

IN WITNESS WHEREOF, this Assignment Agreement has been duly executed and delivered by the duly authorized officer of each party hereto as of the date first above written.

BNB RENEWABLE ENERGY HOLDINGS LLC

By: _____
Name: Jonathan Nicholas
Title: Managing Member

ENGIE SOLAR NA LLC

By: _____
Name: André Canguçu
Title: President and Chief Executive Officer

IN WITNESS WHEREOF, this Assignment Agreement has been duly executed and delivered by the duly authorized officer of each party hereto as of the date first above written.

BNB RENEWABLE ENERGY HOLDINGS LLC

By: _____
Name: Jonathan Nicholas
Title: Managing Member

ENGIE SOLAR NA LLC

By: _____
Name: André Canguçu
Title: President and Chief Executive Officer

Franchise Tax Account Status

As of : 07/13/2018 14:25:34

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

ENGIE LONG DRAW SOLAR LLC	
Texas Taxpayer Number	32062516896
Mailing Address	206 E 9TH ST STE 1300 AUSTIN, TX 78701-4411
Right to Transact Business in Texas	ACTIVE
State of Formation	DE
Effective SOS Registration Date	01/09/2017
Texas SOS File Number	0802621326
Registered Agent Name	CAPITOL CORPORATE SERVICES, INC.
Registered Office Street Address	206 E 9TH ST, STE 1300 AUSTIN, TX 78701

2016 Manufacturing Average Wages by Council of Government Region
Wages for All Occupations

COG	Wages Hourly	Wages Annual
Texas	**$25.41**	**$52,850**
1. Panhandle Regional Planning Commission	$22.52	$46,834
2. South Plains Association of Governments	$18.27	$38,009
3. NORTEX Regional Planning Commission	$24.14	$50,203
4. North Central Texas Council of Governments	$26.06	$54,215
5. Ark-Tex Council of Governments	$19.07	$39,663
6. East Texas Council of Governments	$20.52	$42,677
7. West Central Texas Council of Governments	$20.31	$42,242
8. Rio Grande Council of Governments	$19.32	$40,188
9. Permian Basin Regional Planning Commission	$26.00	$54,079
10. Concho Valley Council of Governments	$18.78	$39,066
11. Heart of Texas Council of Governments	$21.14	$43,962
12. Capital Area Council of Governments	$30.06	$62,522
13. Brazos Valley Council of Governments	$17.66	$36,729
14. Deep East Texas Council of Governments	$18.06	$37,566
15. South East Texas Regional Planning Commission	$33.42	$69,508
16. Houston-Galveston Area Council	$27.52	$57,246
17. Golden Crescent Regional Planning Commission	$26.38	$54,879
18. Alamo Area Council of Governments	$21.67	$45,072
19. South Texas Development Council	$15.02	$31,235
20. Coastal Bend Council of Governments	$27.85	$57,921
21. Lower Rio Grande Valley Development Council	$17.55	$36,503
22. Texoma Council of Governments	$20.98	$43,648
23. Central Texas Council of Governments	$18.65	$38,783
24. Middle Rio Grande Development Council	$23.05	$47,950

110% X $54,079 = $59,487

Source: Texas Occupational Employment and Wages
Data published: July 2017
Data published annually, next update will be July 31, 2018

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.