

UNDERWOOD

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December 18, 2017

Deisy Perez
Economic Development and Analysis Division
Texas Comptroller of Public Accounts
111 E. 17th St.
Austin, TX 78774

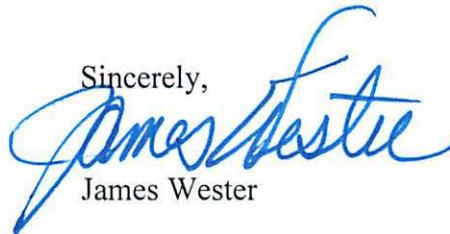
Via Email and Federal Express

Re: App 1226 – Brazos ISD – Fort Bend Solar, LLC
Dear Deisy:

Attached please find amended application pages for the Chapter 313 Application submitted by Fort Bend Solar, LLC to Brazos ISD (the "Application"), along with a signature page for this Amendment No. 01, and the full set of schedules in Excel format. This Amendment, dated December 18, 2017 and numbered 01, is the first amendment to the Application.

A CD containing this Amendment is also enclosed. Please let me know if you require any additional information.

Sincerely,



James Wester

JWW/ph
Encl.

cc: Ross Meterskey, Project Development Director

via email: ross.metersky@lendlease.com

SECTION 9: Projected Timeline

- 1. Application approval by school board Q2 2018
- 2. Commencement of construction Q3 2019
- 3. Beginning of qualifying time period 2019
- 4. First year of limitation 2020
- 5. Begin hiring new employees Q1 2020
- 6. Commencement of commercial operations Q3 2020
- 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? Q3 2020

- 1. Identify county or counties in which the proposed project will be located Fort Bend County
- 2. Identify Central Appraisal District (CAD) that will be responsible for appraising the property Fort Bend Central 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: Fort Bend Cty. Gen. Fund, \$0.4580, 100% City: N/A
(Name, tax rate and percent of project) (Name, tax rate and percent of project)
 Hospital District: N/A Water District: N/A
(Name, tax rate and percent of project) (Name, tax rate and percent of project)
 Other (describe): FB Emer. Svcs. Dist. #3, \$0.10, 100% Other (describe): Fort Bend Cty. Drainage, \$0.016, 100%
(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.

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

- 1. At the time of application, what is the estimated minimum qualified investment required for this school district? 10,000,000.00
- 2. What is the amount of appraised value limitation for which you are applying? 20,000,000.00
Note: The property value limitation amount is based on property values available at the time of application and may change prior to the execution of any final agreement.
- 3. Does the qualified investment meet the requirements of Tax Code §313.021(1)? Yes No
- 4. Attach a description of the qualified investment [See §313.021(1).] The description must include:
 - a. a specific and detailed description of the qualified investment you propose to make on the property for which you are requesting an appraised value limitation as defined by Tax Code §313.021 (**Tab 7**);
 - b. a description of any new buildings, proposed new improvements or personal property which you intend to include as part of your minimum qualified investment (**Tab 7**); and
 - c. a detailed map of the qualified investment showing location of tangible personal property to be placed in service during the qualifying time period and buildings to be constructed during the qualifying time period, with vicinity map (**Tab 11**).
- 5. Do you intend to make at least the minimum qualified investment required by Tax Code §313.023 (or §313.053 for Subchapter C school districts) for the relevant school district category during the qualifying time period? Yes No

SECTION 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 [x] Third Quarter [] Fourth Quarter of _____ (year)

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

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

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

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

6. Do you intend to request that the governing body waive the minimum new qualifying job creation requirement, as provided under Tax Code §313.025(f-1)? [x] 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 ... 972.00

b. 110% of the average weekly wage for manufacturing jobs in the county is ... 1,587.00

c. 110% of the average weekly wage for manufacturing jobs in the region is ... 1,211.00

8. Which Tax Code section are you using to estimate the qualifying job wage standard required for this project? [x] §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? ... 63,000.00

10. What is the annual wage you are committing to pay for each of the new qualifying jobs you create on the qualified property? ... 63,000.00

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

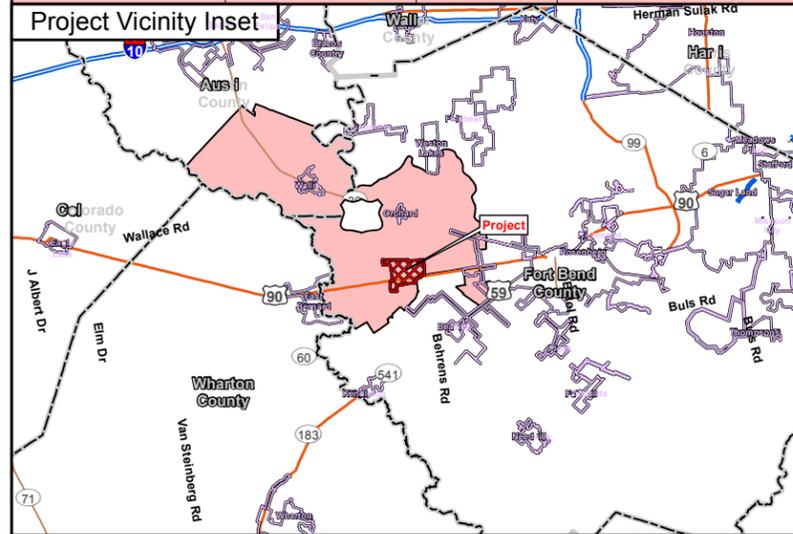
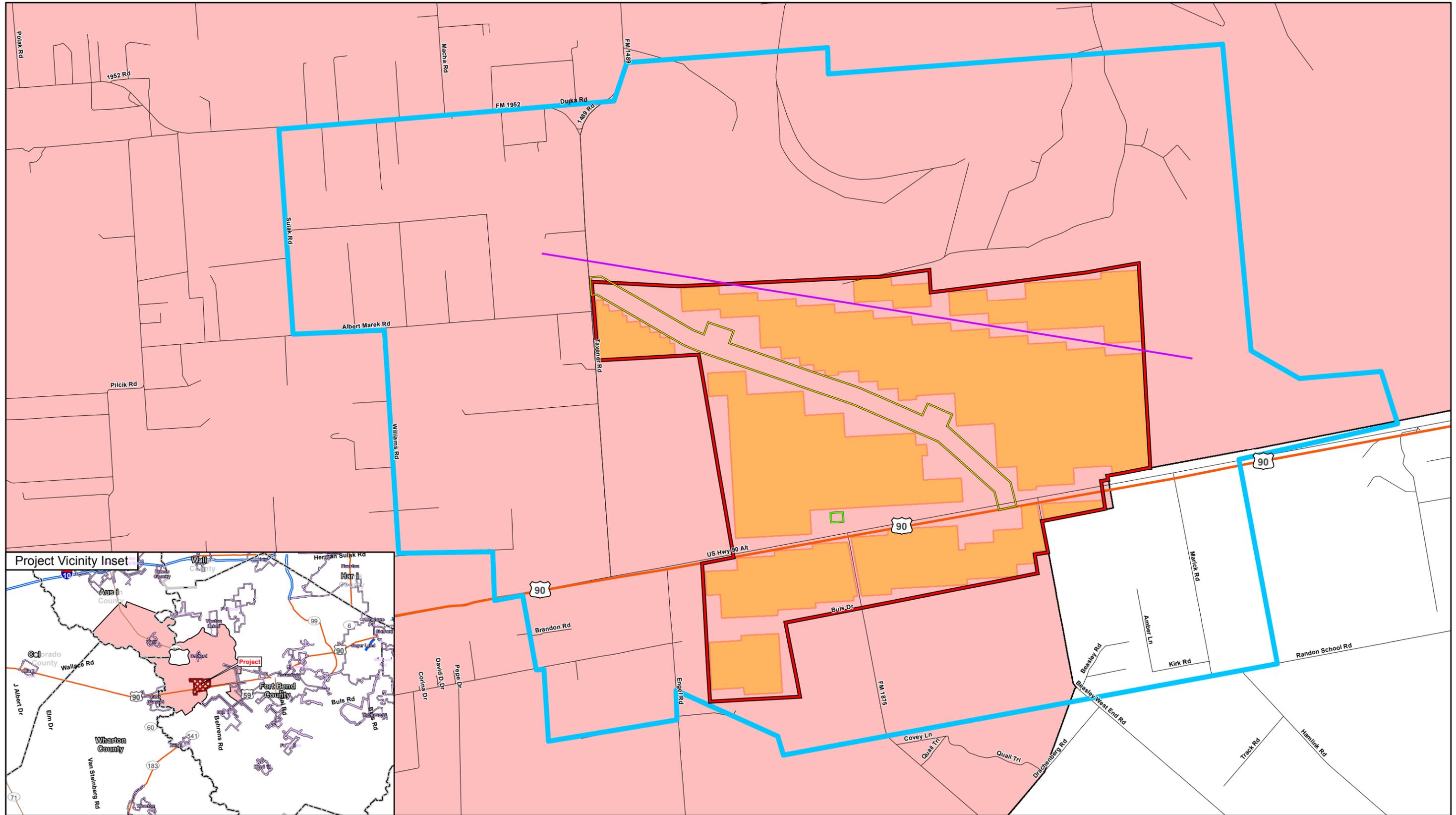
13a. If yes, attach in Tab 6 supporting documentation including a list of qualifying jobs in the other school district(s).

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

TAB 11

Map Showing Project Vicinity and

Land Figure 1- Project and Vicinity Map

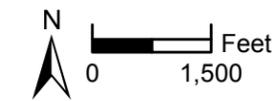


Data Source(s): Westwood (2017); ESRI WMS World Streets Basemap (Accessed 2017); ESRI (Various Dates); Census Bureau (Various Dates); TXDOT (2016). Data and map are approximate.



Legend

- Project Boundary
- Brazos School District
- Solar Panel Area
- Proposed Reinvestment Zone
- Existing Pipeline
- Project Sub & O&M Facility
- Reserved Area
- Interstate Highway
- US Highway
- State Highway
- Road



Fort Bend Solar Project

Fort Bend County, Texas

Reinvestment Zone

December 14, 2017

TAB 13

Wage Requirement Calculation

1. Average Weekly Wages for All Jobs (All Industries) in Fort Bend County, Q3 2016 – Q2 2017

Category	Area	Period	Avg. Weekly Wage
All Industries	Fort Bend County	Q3 2016	\$950
All Industries	Fort Bend County	Q4 2016	\$979
All Industries	Fort Bend County	Q1 2017	\$1,031
All Industries	Fort Bend County	Q2 2017	\$929
		AVERAGE	\$972

Quarterly Employment and Wages (QCEW)

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Page 1 of 1 (40 results/page)

Year	Period	Area	Ownership	Division	Level	Ind Code	Industry	Avg Weekly Wages
2016	1st Qtr	Fort Bend County	Private	00	0	10	Total, all industries	\$991
2016	2nd Qtr	Fort Bend County	Private	00	0	10	Total, all industries	\$916
2016	3rd Qtr	Fort Bend County	Private	00	0	10	Total, all industries	\$950
2016	4th Qtr	Fort Bend County	Private	00	0	10	Total, all industries	\$979
2017	1st Qtr	Fort Bend County	Private	00	0	10	Total, all industries	\$1,031
2017	2nd Qtr	Fort Bend County	Private	00	0	10	Total, all industries	\$929

2. Average Weekly Wages for Manufacturing Jobs in Fort Bend County, Q3 2016 – Q2 2017

Category	Area	Period	Avg. Weekly Wage
Manufacturing	Fort Bend County	Q3 2016	\$1,390
Manufacturing	Fort Bend County	Q4 2016	\$1,382
Manufacturing	Fort Bend County	Q1 2017	\$1,615
Manufacturing	Fort Bend County	Q2 2017	\$1,385
		AVERAGE	\$1,443
		110% OF AVERAGE	\$1,587

Quarterly Employment and Wages (QCEW)

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Year	Period	Area	Ownership	Division	Level	Ind Code	Industry	Avg Weekly Wages
2016	1st Qtr	Fort Bend County	Private	31	2	31-33	Manufacturing	\$1,519
2016	2nd Qtr	Fort Bend County	Private	31	2	31-33	Manufacturing	\$1,373
2016	3rd Qtr	Fort Bend County	Private	31	2	31-33	Manufacturing	\$1,390
2016	4th Qtr	Fort Bend County	Private	31	2	31-33	Manufacturing	\$1,382
2017	1st Qtr	Fort Bend County	Private	31	2	31-33	Manufacturing	\$1,615
2017	2nd Qtr	Fort Bend County	Private	31	2	31-33	Manufacturing	\$1,385

3. Average Weekly Wages for Manufacturing Jobs in Houston-Galveston Area, 2016

Category	Area	Period	Avg. Weekly Wage
Manufacturing	Houston-Galveston	2016	\$1,101
		110% OF AVERAGE	\$1,211

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

COG	Wages	
	Hourly	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

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.

(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	2018	Year preceding the first complete tax year of the qualifying time period (assuming no deferrals of qualifying time period)	2018	Not eligible to become Qualified Property				[The only other investment made before filing complete application with district that may become Qualified Property is land.]	0
Investment made after filing complete application with district, but before final board approval of application				0	0	0	0	0	
Investment made after final board approval of application and before Jan. 1 of first complete tax year of qualifying time period				1,944,551	0	0	0	1,944,551	
Complete tax years of qualifying time period	QTP1	2018-2019	2019	114,728,528	0	0	0	114,728,528	
	QTP2	2019-2020	2020	77,782,053	0	0	0	77,782,053	
Total Investment through Qualifying Time Period [ENTER this row in Schedule A2]									
				Enter amounts from TOTAL row above in Schedule A2					
Total Qualified Investment (sum of green cells)				194,455,132					

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 C: Employment Information

12/15/2017

Fort Bend Solar LLC

Brazos ISD

Form 50-296A

Revised May 2014

	Year	School Year (YYYY-YYYY)	Tax Year (Actual tax year) YYYY	Construction		Non-Qualifying Jobs	Qualifying Jobs	
				Column A	Column B	Column C	Column D	Column E
				Number of Construction FTE's or man-hours (specify)	Average annual wage rates for construction workers	Number of non-qualifying jobs applicant estimates it will create (cumulative)	Number of new qualifying jobs applicant commits to create meeting all criteria of Sec. 313.021(3) (cumulative)	Average annual wage of new qualifying jobs
Each year prior to start of Value Limitation Period <i>Insert as many rows as necessary</i>	0	2017-2018	2017	0	0	0	0	n/a
Each year prior to start of Value Limitation Period <i>Insert as many rows as necessary</i>	0	2018-2019	2018		\$0	0	0	n/a
Each year prior to start of Value Limitation Period <i>Insert as many rows as necessary</i>	0	2019-2020	2019	150 FTE avg; 300 FTE peak	\$70,000	0	2	\$63,000
Value Limitation Period <i>The qualifying time period could overlap the value limitation period.</i>	1	2020-2021	2020	200 FTE avg;500 FTE peak	\$70,000	0	2	\$63,000
	2	2021-2022	2021	0	n/a	0	2	\$63,000
	3	2022-2023	2022	0	n/a	0	2	\$63,000
	4	2023-2024	2023	0	n/a	0	2	\$63,000
	5	2024-2025	2024	0	n/a	0	2	\$63,000
	6	2025-2026	2025	0	n/a	0	2	\$63,000
	7	2026-2027	2026	0	n/a	0	2	\$63,000
	8	2027-2028	2027	0	n/a	0	2	\$63,000
	9	2028-2029	2028	0	n/a	0	2	\$63,000
	10	2029-2030	2029	0	n/a	0	2	\$63,000
Years Following Value Limitation Period	11 through 25	2029-2045	2029-2044	0	n/a	0	2	\$63,000

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?
qualifying jobs in Subchapter B districts, 10 qualifying jobs in Subchapter C districts) (25) Yes No
If yes, answer the following two questions:
- C1a.** Will the applicant request a job waiver, as provided under 313.025(f-1)? Yes No
- C1b.** Will the applicant avail itself of the provision in 313.021(3)(F)? Yes No

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 Brian Thompson Superintendent
Print Name (Authorized School District Representative) Title

sign here Brian Thompson 12-18-17
Signature (Authorized School District Representative) Date

2. Authorized Company Representative (Applicant) Signature and Notarization

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

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

print here Craig Carson Senior Vice President
Print Name (Authorized Company Representative (Applicant)) Title

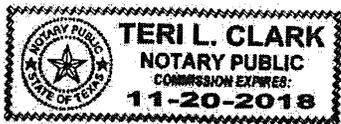
sign here [Signature] 12/15/17
Signature (Authorized Company Representative (Applicant)) Date

GIVEN under my hand and seal of office this, the

15 day of December, 2017

[Signature]
Notary Public in and for the State of Texas

My Commission expires: 11-20-18



(Notary Seal)

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