

Application for Appraised Value Limitation on Qualified Property

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?

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.

Application for Appraised Value Limitation on Qualified Property

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 1,286.50

b. 110% of the average weekly wage for manufacturing jobs in the county is N/A

c. 110% of the average weekly wage for manufacturing jobs in the region is 1,143.98

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? 59,487.00

10. What is the annual wage you are committing to pay for each of the new qualifying jobs you create on the qualified property? 59,490.00

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 for Appraised Value Limitation on Qualified Property

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 → Sammy Wyatt
Print Name (Authorized School District Representative)

sign here → [Signature]
Signature (Authorized School District Representative)

Superintendent
Title

6/6/2018
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 → William Kelsey
Print Name (Authorized Company Representative (Applicant))

sign here → [Signature]
Signature (Authorized Company Representative (Applicant))

Partner
Title

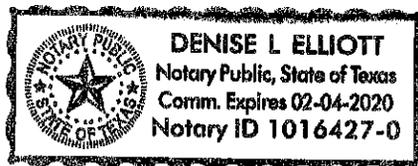
June 4, 2018
Date

GIVEN under my hand and seal of office this, the

4 day of June 2018

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

My Commission expires: 02-04-2020



(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.

TAB 4

Detailed Description of the Project

Provide 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.

High Lonesome Wind Power, LLC (High Lonesome Wind) is requesting an appraised value limitation from Rankin Independent School District (ISD) for the High Lonesome Wind Project (the "Project"), a proposed wind powered electric generating facility in Upton County. The proposed Rankin ISD Project (this application) will be constructed within the Upton County High Lonesome Wind Power Reinvestment Zone that was established by Upton County on February 26, 2018. A map showing the location of the project is included in TAB 11.

The proposed Rankin ISD portion of the Project is anticipated to have a capacity of approximately 183.17 MW located in Rankin ISD. The exact number and location of wind turbines and size of each turbine will vary depending upon ongoing wind and siting analysis, turbine manufacturer's availability, prices, and the megawatt generating capacity of the Project when completed. Current estimated plans are to install 53 turbines that will be located in Rankin ISD. The Applicant requests a value limitation for all facilities and equipment installed for the Project, including but not limited to, wind turbines, towers, foundations, roadways, O&M building, meteorological towers, collection system, communication system, electric switchyard, electric transformers, transmission line and associated towers, and interconnection facilities.

Full construction of the Project is anticipated to begin in December 2018 with completion by December 31, 2019.

**NOTE:* The map in TAB 11 shows the potential locations of 53 of the wind turbines, an O&M building within Rankin ISD boundaries; however, the final number of turbines and the location of each of these facilities is dependent upon ongoing negotiations with power purchasers and other factors.

TAB 7

Description of Qualified Investment

High Lonesome Wind Power, LLC plans to construct a 183.17 MW wind farm in Upton County.

This application covers all qualified property within Rankin ISD necessary for the commercial operations of the proposed wind farm described in Tab 4. One hundred and eighty-three and seventeen one-hundredths megawatts (183.17 MW) will be located in Rankin ISD. Turbine placement is subject to change but for purposes of this application, the Project anticipates using 53 turbines.

This application covers all qualified investment and qualified property necessary for the commercial operations of the wind farm.

Qualified Investment and qualified property includes, but is not limited to, turbines, towers, foundations, transformers, pad mounts, O&M building, underground collection systems, transmission lines, electrical interconnections, met towers, roads, and control systems necessary for commercial generation of electricity.

**NOTE:* The map in TAB 11 shows the potential locations of 53 of the wind turbines, an O&M building within Rankin ISD boundaries; however, the final number of turbines and the location of each of these facilities is dependent upon ongoing negotiations with power purchasers and other factors.

TAB 8

Description of Qualified Property

High Lonesome Wind Power, LLC plans to construct a 183.17 MW wind farm in Upton County.

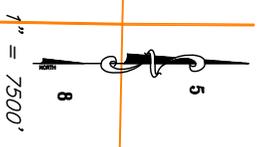
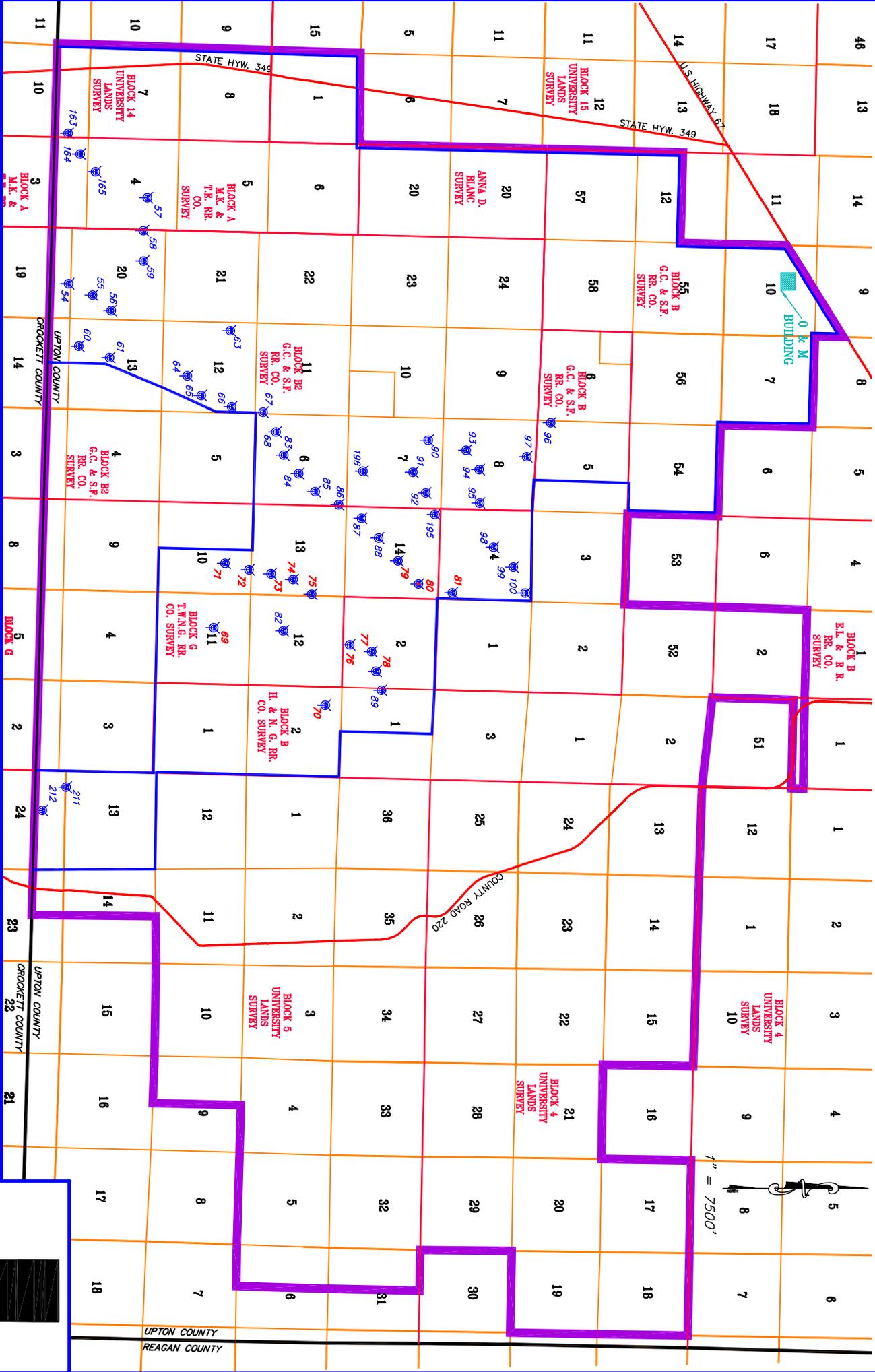
This application covers all qualified property within Rankin ISD necessary for the commercial operations of the proposed wind farm described in Tab 4. One hundred and eighty-three and seventeen one-hundredths megawatts (183.17 MW) will be located in Rankin ISD. Turbine placement is subject to change but for purposes of this application, the Project anticipates using 53 turbines.

This application covers all qualified investment and qualified property necessary for the commercial operations of the wind farm.

Qualified Investment and qualified property includes, but is not limited to, turbines, towers, foundations, transformers, pad mounts, O&M building, underground collection systems, transmission lines, electrical interconnections, met towers, roads, and control systems necessary for commercial generation of electricity.

**NOTE:* The map in TAB 11 shows the potential locations of 53 of the wind turbines, an O&M building within Rankin ISD boundaries; however, the final number of turbines and the location of each of these facilities is dependent upon ongoing negotiations with power purchasers and other factors.

IMPROVEMENT MAP



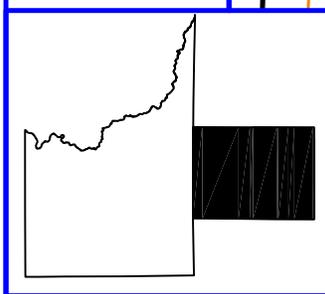
HIGH LONESOME WIND

Improvement Map
 Situated in
 RANKIN INDEPENDENT SCHOOL DISTRICT

PROJECT SITE MAP

- REINVESTMENT ZONE
- PHASE 1 PROJECT AREA
- O&M BUILDING
- TURBINES
- O.T.S
- ROAD
- COUNTY LINE
- SCHOOL DISTRICT LINE

rev. DATE: 05/25/2018



CUMMINGS WESTLAKE LLC

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

May 29, 2018

Mr. Sammy Wyatt
Rankin Independent School District
1300 Upton St.
Rankin, TX 79778

Re: Chapter 313 Job Waiver Request

Dear Mr. Wyatt,

High Lonesome Wind Power, LLC (High Lonesome) requests that the Rankin 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.

High Lonesome requests that the Rankin 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, High Lonesome has committed to create 4 total jobs for the project, all of which will be in Rankin ISD.

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

The number of jobs specified in this application is in line with the industry standards for a wind farm of this scope and size. The industry standard for employment is typically one full-time employee for approximately every 15 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. This is evidenced by previously filed limitation agreement applications by wind developers who also requested a waiver of the job requirements.

Sincerely,



J. Weston Jackson
Partner

Schedule C: Employment Information

Date: 5/4/2018
 Applicant Name: High Lonesome Wind Power, LLC
 ISD Name: Rankin ISD

Form 50-296A
 Revised May 2014

	Construction		Non-Qualifying Jobs		Qualifying Jobs			
	Column A	Column B	Column C	Column D	Column E			
Each Year prior to start of Value Limitation Period <i>Insert as many rows as necessary</i>	Year	School Year (YYYY-YYYY)	Tax Year (Actual tax year) YYYY	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
	0	2018-2019	2018	26 FTE	52,500	0	0	0
	0	2019-2020	2019	250 FTE	52,500	0	0	0
	1	2020-2021	2020	N/A	N/A	0	4	59,490
	2	2021-2022	2021	N/A	N/A	0	4	59,490
	3	2022-2023	2022	N/A	N/A	0	4	59,490
	4	2023-2024	2023	N/A	N/A	0	4	59,490
	5	2024-2025	2024	N/A	N/A	0	4	59,490
	6	2025-2026	2025	N/A	N/A	0	4	59,490
	7	2026-2027	2026	N/A	N/A	0	4	59,490
	8	2027-2028	2027	N/A	N/A	0	4	59,490
	9	2028-2029	2028	N/A	N/A	0	4	59,490
	10	2029-2030	2029	N/A	N/A	0	4	59,490
Years Following Value Limitation Period	11 through 25	2030-2045	2030-2044	N/A	N/A	0	4	59,490

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
 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

High Lonesome Wind Power, LLC

Chapter 313 Application to Rankin ISD

Cummings Westlake, LLC

TAB 16

Description of Reinvestment Zone or Enterprise Zone, including:

- 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 established the reinvestment zone**
- d) Guidelines and criteria for creating the zone**

16a) Not Applicable

16b) See Attached

16c) See Attached

16d) See Attached

16b) Legal Description of Reinvestment Zone

High Lonesome Wind-Re-Investment Zone

All or portions of the following:

SECTION	BLOCK	SURVEY	ABSTARCT	COUNTY
9	B	G.C. & S.F. RR. CO.	A-164	UPTON
10	B	G.C. & S.F. RR. CO.	A-570	UPTON
7	B	G.C. & S.F. RR. CO.	A-157	UPTON
12	B	G.C. & S.F. RR. CO.	A-1050	UPTON
55	B	G.C. & S.F. RR. CO.	A-162	UPTON
56	B	G.C. & S.F. RR. CO.	A-894	UPTON
54	B	G.C. & S.F. RR. CO.	A-571	UPTON
57	B	G.C. & S.F. RR. CO.	A-163	UPTON
58	B	G.C. & S.F. RR. CO.	A-844	UPTON
6	B	G.C. & S.F. RR. CO.	A-895	UPTON
5	B	G.C. & S.F. RR. CO.	A-197	UPTON
20		ANNA D. BLANC	A-1032	UPTON
24	B2	G.C. & S.F. RR. CO.	A-859	UPTON
9	B2	G.C. & S.F. RR. CO.	A-200	UPTON
4	B	G.C. & S.F. RR. CO.	A-917	UPTON
20		ANNA D. BLANC	A-858	UPTON
23	B2	G.C. & S.F. RR. CO.	A-205	UPTON
10	B2	G.C. & S.F. RR. CO.	A-864	UPTON
7	B2	G.C. & S.F. RR. CO.	A-199	UPTON
14	G	T.W. & N.G. RR. CO.	A-916	UPTON
2		H. & G. N. RR. CO.	A-1149	UPTON
1		H. & G. N. RR. CO.	A-236	UPTON
1	15	UNIVERSITY LANDS	U-106	UPTON
6	A	M.K. & T.E. RR. CO.	A-973	UPTON
32	B2	G.C. & S.F. RR. CO.	A-974	UPTON
11	B2	G.C. & S.F. RR. CO.	A-201	UPTON
6	B2	G.C. & S.F. RR. CO.	A-1041	UPTON
13	G	T.W.N.G. RR. CO.	A-539	UPTON
12	G	T.W.N.G. RR. CO.	A-1238	UPTON
2		G.C. & S.F. RR. CO.	A-1239	UPTON
8	14	UNIVERSITY LANDS	U-099	UPTON
5	A	M.K. & T.E. RR. CO.	A-341	UPTON
21	B2	G.C. & S.F. RR. CO.	A-204	UPTON
12	B2	G.C. & S.F. RR. CO.	A-1148	UPTON
5	B2	G.C. & S.F. RR. CO.	A-198	UPTON
10	G	T.W. & N.G. RR. CO.	A-1017	UPTON
11	G	T.W. & N.G. RR. CO.	A-538	UPTON
1		G.C. & S.F. RR. CO.	A-182	UPTON
7	14	UNIVERSITY LANDS	U-098	UPTON
4	A	M.K. & T.E. RR. CO.	A-795	UPTON
20	B2	G.C. & S.F. RR. CO.	A-794	UPTON
13	B2	G.C. & S.F. RR. CO.	A-202	UPTON
4	B2	T.W. & N.G. RR. CO.	A-1325	UPTON
9	G	T.W. & N.G. RR. CO.	A-541	UPTON
4	G	T.W. & N.G. RR. CO.	A-1016	UPTON
3	G	T.W. & N.G. RR. CO.	A-540	UPTON
10	14	UNIVERSITY LANDS	U-97	UPTON
3	A	M.K. & T.E. RR. CO.	A-1348	UPTON
19	B2	G.C. & S.F. RR. CO.	A-1339	UPTON
14	B2	G.C. & S.F. RR. CO.	A-1346	UPTON
3	B2	G.C. & S.F. RR. CO.	A-1340	UPTON
8	G	T.W. & N.G. RR. CO.	A-1344	UPTON
5	G	T.W. & N.G. RR. CO.	A-1359	UPTON
2	G	T.W. & N.G. RR. CO.	A-540	UPTON
2	B	E.L. & R R. RR. CO.	A-1240	UPTON

1	58	UNIVERSITY LANDS	U-U124	UPTON
3	B	G.C. & S.F. RR. CO.	A-196	UPTON
52		G.C. & S.F. RR. CO.	A-1241	UPTON
2		G.C. & S.F. RR. CO.	A-1040	UPTON
13	4	UNIVERSITY LANDS	U-49	UPTON
14	4	UNIVERSITY LANDS	U-50	UPTON
15	4	UNIVERSITY LANDS	U-51	UPTON
17	4	UNIVERSITY LANDS	U-53	UPTON
18	4	UNIVERSITY LANDS	U-54	UPTON
19	4	UNIVERSITY LANDS	U-55	UPTON
20	4	UNIVERSITY LANDS	U-56	UPTON
21	4	UNIVERSITY LANDS	U-57	UPTON
22	4	UNIVERSITY LANDS	U-58	UPTON
23	4	UNIVERSITY LANDS	U-59	UPTON
24	4	UNIVERSITY LANDS	U-60	UPTON
1		G.C. & S.F. RR. CO.	A-183	UPTON
2	B	G.C. & S.F. RR. CO.	A-1022	UPTON
1	B	G.C. & S.F. RR. CO.	A-195	UPTON
3		G.C. & S.F. RR. CO.	A-290	UPTON
25	4	UNIVERSITY LANDS	U-61	UPTON
26	4	UNIVERSITY LANDS	U-62	UPTON
27	4	UNIVERSITY LANDS	U-63	UPTON
28	4	UNIVERSITY LANDS	U-64	UPTON
29	4	UNIVERSITY LANDS	U-65	UPTON
31	5	UNIVERSITY LANDS	U-67	UPTON
32	5	UNIVERSITY LANDS	U-68	UPTON
33	5	UNIVERSITY LANDS	U-69	UPTON
34	5	UNIVERSITY LANDS	U-70	UPTON
35	5	UNIVERSITY LANDS	U-71	UPTON
36	5	UNIVERSITY LANDS	U-72	UPTON
1	5	UNIVERSITY LANDS	U-73	UPTON
2	5	UNIVERSITY LANDS	U-74	UPTON
3	5	UNIVERSITY LANDS	U-75	UPTON
4	5	UNIVERSITY LANDS	U-76	UPTON
5	5	UNIVERSITY LANDS	U-77	UPTON
6	5	UNIVERSITY LANDS	U-76	UPTON
9	5	UNIVERSITY LANDS	U-81	UPTON
10	5	UNIVERSITY LANDS	U-82	UPTON
11	5	UNIVERSITY LANDS	U-83	UPTON
12	5	UNIVERSITY LANDS	U-84	UPTON
13	5	UNIVERSITY LANDS	U-85	UPTON
14	5	UNIVERSITY LANDS	U-86	UPTON
24	5	UNIVERSITY LANDS	U-96	UPTON
23	5	UNIVERSITY LANDS	U-95	UPTON

Designation of Upton
County High Lonesome Wind Power
Reinvestment Zone

§
§
§

The Commissioners' Court
of
Upton County, Texas

ORDER

Approving Motion for Designation
of Upton County High Lonesome Wind Power Reinvestment Zone

The Commissioners' Court of Upton County, Texas, meeting in regular session on the 26th day of February, 2018, considered the following resolution:

BE IT ORDERED BY THE COMMISSIONERS' COURT OF UPTON COUNTY, TEXAS AS FOLLOWS

Motion by Commissioner Patrick, seconded by Owens, that the following action be taken by the court:

1. THAT the County designate the property located in Upton County, having the boundary description in Exhibit A and shown on the map in Exhibit B, both attached to this **Order**, as a Reinvestment Zone under the Upton County Guidelines and Criteria for Granting Tax Abatements, having determined that the designation will contribute to the retention or expansion of primary employment and will attract major investment in the zone that will benefit the zone and will contribute to the economic development of the County, and
2. THAT the zone shall be called the "High Lonesome Wind Power Reinvestment Zone."

This ORDER shall become effective as of February 26, 2018. PASSED AND APPROVED at this public hearing of the Upton County Commissioners Court, at which a quorum was present, on the 26th day of February, 2018.

Bill Eyer Bill Eyer, Upton County Judge
[Signature] Date: 2.26.18, Commissioner Precinct 1
Joselyne Bowen Date: 2.26.18, Commissioner Precinct 2
M. Smart Date: 2.26.18, Commissioner Precinct 3
Leon Patrick Date: 2.26.18, Commissioner Precinct 4

ATTESTED: [Signature] Date: 3.12.18, County Clerk

Exhibit A

THE FOLLOWING REAL PROPERTY LOCATED IN UPTON COUNTY, TX:

HIGH LONESOME WIND POWER REINVESTMENT ZONE

High Lonesome Wind-Re-Investment Zone

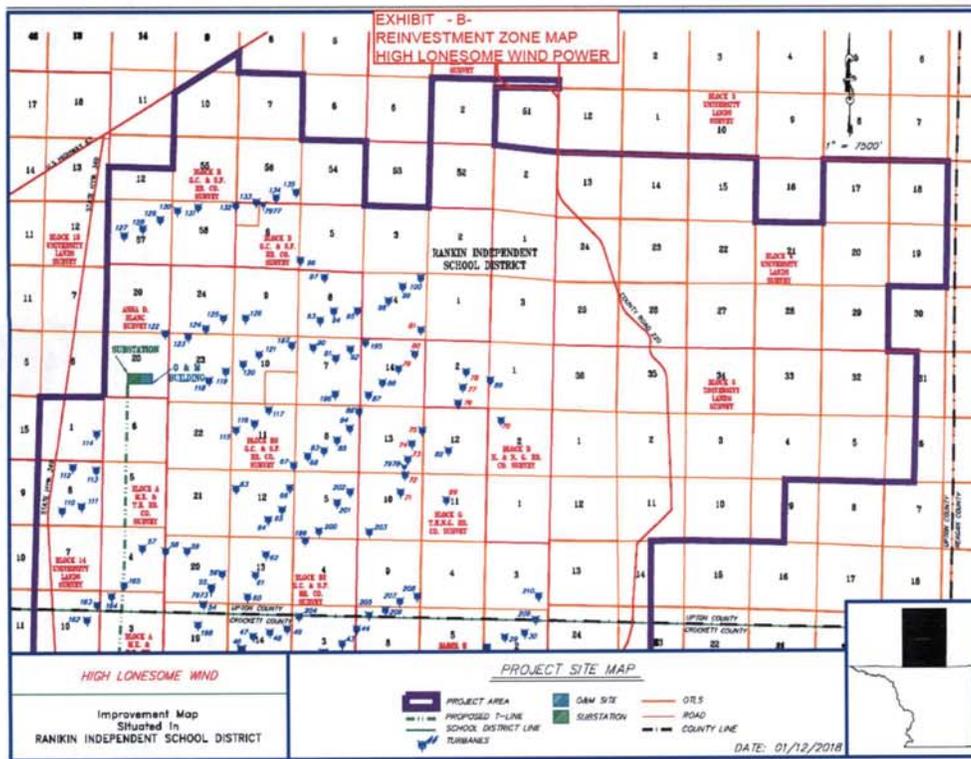
All or portions of the following:

SECTION	BLOCK	SURVEY	ABSTARCT	COUNTY
9	B	G.C. & S.F. RR. CO.	A-164	UPTON
10	B	G.C. & S.F. RR. CO.	A-570	UPTON
7	B	G.C. & S.F. RR. CO.	A-157	UPTON
12	B	G.C. & S.F. RR. CO.	A-1050	UPTON
55	B	G.C. & S.F. RR. CO.	A-162	UPTON
56	B	G.C. & S.F. RR. CO.	A-894	UPTON
54	B	G.C. & S.F. RR. CO.	A-571	UPTON
57	B	G.C. & S.F. RR. CO.	A-163	UPTON
58	B	G.C. & S.F. RR. CO.	A-844	UPTON
6	B	G.C. & S.F. RR. CO.	A-895	UPTON
5	B	G.C. & S.F. RR. CO.	A-197	UPTON
20		ANNA D. BLANC	A-1032	UPTON
24	B2	G.C. & S.F. RR. CO.	A-859	UPTON
9	B2	G.C. & S.F. RR. CO.	A-200	UPTON
4	B	G.C. & S.F. RR. CO.	A-917	UPTON
20		ANNA D. BLANC	A-858	UPTON
23	B2	G.C. & S.F. RR. CO.	A-205	UPTON
10	B2	G.C. & S.F. RR. CO.	A-864	UPTON
7	B2	G.C. & S.F. RR. CO.	A-199	UPTON
14	G	T.W. & N.G. RR. CO.	A-916	UPTON
2		H. & G. N. RR. CO.	A-1149	UPTON
1		H. & G. N. RR. CO.	A-236	UPTON
1	15	UNIVERSITY LANDS	U-106	UPTON
6	A	M.K. & T.E. RR. CO.	A-973	UPTON
32	B2	G.C. & S.F. RR. CO.	A-974	UPTON
11	B2	G.C. & S.F. RR. CO.	A-201	UPTON
6	B2	G.C. & S.F. RR. CO.	A-1041	UPTON
13	G	T.W.N.G. RR. CO.	A-539	UPTON
12	G	T.W.N.G. RR. CO.	A-1238	UPTON
2		G.C. & S.F. RR. CO.	A-1239	UPTON
8	14	UNIVERSITY LANDS	U-099	UPTON
5	A	M.K. & T.E. RR. CO.	A-341	UPTON
21	B2	G.C. & S.F. RR. CO.	A-204	UPTON
12	B2	G.C. & S.F. RR. CO.	A-1148	UPTON

5	B2	G.C. & S.F. RR. CO.	A-198	UPTON
10	G	T.W. & N.G. RR. CO.	A-1017	UPTON
11	G	T.W. & N.G. RR. CO.	A-538	UPTON
1		G.C. & S.F. RR. CO.	A-182	UPTON
7	14	UNIVERSITY LANDS	U-098	UPTON
4	A	M.K. & T.E. RR. CO.	A-795	UPTON
20	B2	G.C. & S.F. RR. CO.	A-794	UPTON
13	B2	G.C. & S.F. RR. CO.	A-202	UPTON
4	B2	T.W. & N.G. RR. CO.	A-1325	UPTON
9	G	T.W. & N.G. RR. CO.	A-541	UPTON
4	G	T.W. & N.G. RR. CO.	A-1016	UPTON
3	G	T.W. & N.G. RR. CO.	A-540	UPTON
10	14	UNIVERSITY LANDS	U-97	UPTON
3	A	M.K. & T.E. RR. CO.	A-1348	UPTON
19	B2	G.C. & S.F. RR. CO.	A-1339	UPTON
14	B2	G.C. & S.F. RR. CO.	A-1346	UPTON
3	B2	G.C. & S.F. RR. CO.	A-1340	UPTON
8	G	T.W. & N.G. RR. CO.	A-1344	UPTON
5	G	T.W. & N.G. RR. CO.	A-1359	UPTON
2	G	T.W. & N.G. RR. CO.	A-540	UPTON
2	B	E.L. & R R. RR. CO.	A-1240	UPTON
1	58	UNIVERSITY LANDS	U-U124	UPTON
3	B	G.C. & S.F. RR. CO.	A-196	UPTON
52		G.C. & S.F. RR. CO.	A-1241	UPTON
2		G.C. & S.F. RR. CO.	A-1040	UPTON
13	4	UNIVERSITY LANDS	U-49	UPTON
14	4	UNIVERSITY LANDS	U-50	UPTON
15	4	UNIVERSITY LANDS	U-51	UPTON
17	4	UNIVERSITY LANDS	U-53	UPTON
18	4	UNIVERSITY LANDS	U-54	UPTON
19	4	UNIVERSITY LANDS	U-55	UPTON
20	4	UNIVERSITY LANDS	U-56	UPTON
21	4	UNIVERSITY LANDS	U-57	UPTON
22	4	UNIVERSITY LANDS	U-58	UPTON
23	4	UNIVERSITY LANDS	U-59	UPTON
24	4	UNIVERSITY LANDS	U-60	UPTON
1		G.C. & S.F. RR. CO.	A-183	UPTON
2	B	G.C. & S.F. RR. CO.	A-1022	UPTON
1	B	G.C. & S.F. RR. CO.	A-195	UPTON
3		G.C. & S.F. RR. CO.	A-290	UPTON
25	4	UNIVERSITY LANDS	U-61	UPTON
26	4	UNIVERSITY LANDS	U-62	UPTON
27	4	UNIVERSITY LANDS	U-63	UPTON

28	4	UNIVERSITY LANDS	U-64	UPTON
29	4	UNIVERSITY LANDS	U-65	UPTON
31	5	UNIVERSITY LANDS	U-67	UPTON
32	5	UNIVERSITY LANDS	U-68	UPTON
33	5	UNIVERSITY LANDS	U-69	UPTON
34	5	UNIVERSITY LANDS	U-70	UPTON
35	5	UNIVERSITY LANDS	U-71	UPTON
36	5	UNIVERSITY LANDS	U-72	UPTON
1	5	UNIVERSITY LANDS	U-73	UPTON
2	5	UNIVERSITY LANDS	U-74	UPTON
3	5	UNIVERSITY LANDS	U-75	UPTON
4	5	UNIVERSITY LANDS	U-76	UPTON
5	5	UNIVERSITY LANDS	U-77	UPTON
6	5	UNIVERSITY LANDS	U-76	UPTON
9	5	UNIVERSITY LANDS	U-81	UPTON
10	5	UNIVERSITY LANDS	U-82	UPTON
11	5	UNIVERSITY LANDS	U-83	UPTON
12	5	UNIVERSITY LANDS	U-84	UPTON
13	5	UNIVERSITY LANDS	U-85	UPTON
14	5	UNIVERSITY LANDS	U-86	UPTON
24	5	UNIVERSITY LANDS	U-96	UPTON
23	5	UNIVERSITY LANDS	U-95	UPTON

Exhibit B



16d) County Guidelines & Criteria

Guidelines & Criteria for Granting Tax Abatements in Reinvestment Zones Upton County, Texas

Preamble

Pursuant to Chapter 312 of the Texas Tax Code, Upton County may consider an application for tax abatement, designate a reinvestment zone and enter into a tax abatement agreement as provided for in these Guidelines and Criteria.

I. Abatement Application Procedure

(a) Who may apply Any present or potential owner or lessee of taxable property in Upton County may submit an application for tax abatement conforming to the requirements outlined herein.

Abatement may only be granted for the following property constructed or otherwise put in place after the effective date of the tax abatement agreement: new, expanded or modernized buildings and structures, fixed machinery and equipment; site improvements; related fixed improvements; other tangible items necessary to the operation and administration of the project or facility; and all other real and tangible personal property permitted by Chapter 312 of the Texas Tax Code.

(c) Application provisions. The application shall consist of a completed Upton County Tax Abatement Application Form, which shall contain the following:

- (1) information showing how the project meets the requirements of the criteria outlined in Section II below;
- (2) a map and description of the property;
- (3) a time schedule for completing the planned improvements;
- (4) the estimated taxable value or range of values of the project or facility; and
- (5) basic financial information about the principles sufficient to enable evaluation of the applicant's financial capacity;
- (6) and a \$1000.00 application fee.

(d) Procedure for Application Consideration. The procedure for consideration by the County of a Tax Abatement Application is as follows.

- (1) An applicant may request the Guidelines and Criteria for a Tax Abatement from the County Judge's Secretary.
- (2) After an applicant builds an Application based on the Tax Abatement Guidelines and Criteria, applicant provides a copy to each member to the Upton County Commissioners Court and the County Judge's Secretary.
- (3) After receipt of an application, the Commissioners Court determines within forty-five (45) days how to proceed with the application. The Commissioners Court shall choose either to deny the application, consider the application, or consider the application on an expedited basis.

(A) Denial of application. If the Commissioners Court chooses to deny the application, it shall make a finding by majority vote at a regularly scheduled meeting that the application does not meet the requirements of the criteria provided below in Section II,

(B) Consideration of application. If the County determines that the application should be further considered, the County Judge shall schedule a hearing to obtain public input on the application. At least seven (7) days prior to the hearing, the County must send written notice to the presiding officers of all taxing units with jurisdiction over the property for which an abatement is sought and must publish notice of the hearing time, place and subject in the local newspaper. At the hearing, the Commissioners Court evaluates the application against the criteria in Section II and decides whether to designate the property for which the abatement is sought as a reinvestment zone. If the reinvestment zone is not designated, the application fails, although it may be amended and resubmitted. If the reinvestment zone is designated, the Commissioners Court shall pass an order to that effect and may then arrange to consider for approval the tax abatement agreement between the applicant and the county at its next regularly scheduled meeting. At least seven days prior to entering into a tax abatement agreement, the County must give written notice of its intent to do so to the presiding officers of all taxing units with jurisdiction over the property for which an abatement is sought, along with a copy of the proposed tax abatement agreement. At the regularly scheduled meeting, the Commissioners Court may finally vote by simple majority to enter into the tax abatement agreement or to decline. An approved tax abatement agreement may be executed in the same manner as other contracts made by the county.

(C) Expedited consideration of application. If the County determines that the application should receive expedited consideration, the County Judge shall schedule an opportunity to obtain public input on the application at the Commissioners Court next meeting. At least seven (7) days prior to the meeting, the County must send written notice to the presiding officers of all taxing units with jurisdiction over the property for which an abatement is sought and must publish notice of the hearing time, place and subject in the local newspaper. Also at this time, the County must give written notice of its intent to enter into a tax abatement agreement to the presiding officers of all taxing units with jurisdiction over the property for which an abatement is sought, along with a copy of the proposed tax abatement agreement. During the regularly scheduled meeting, the Commissioners Court evaluates the application against the criteria in Section II and decides whether to designate the property for which the abatement is sought as a reinvestment zone. If the reinvestment zone is not designated, the application fails, although it may be amended and resubmitted. If the reinvestment zone is designated, the Commissioners Court shall pass an order to that effect and may then immediately consider for approval the tax abatement agreement between the applicant and the county. After consideration, the Commissioners Court may finally vote by simple majority to enter into the tax abatement agreement, or to decline. An approved tax abatement agreement may be executed in the same manner as other contracts made by the county.

(e) Confidentiality. As required by Section 312.003 of the Texas Tax Code, information that is provided to Upton County in connection with an application or request for tax abatement under this chapter and that describes the specific processes or business activities to be conducted or the equipment or other property to be located on the property for which tax abatement is sought is confidential and not subject to public disclosure until the tax abatement agreement is executed.

II. Criteria for Designating a Reinvestment Zone

(a) Minimum requirement. To be designated a reinvestment zone, County Commissioners must find by majority vote that:

(1) the property for which the abatement is sought will be reasonably likely as a result of the designation to contribute to the retention or expansion of primary employment or to attract major investment in the zone that would be a benefit to the property and that would contribute to the economic development of the county, or meet one or more of the other requirements provided in Section 312.202 of the Texas Tax Code; and

(2) that the improvements sought are feasible and practical and would be a benefit to the land to be included in the zone and to the county after expiration of the tax abatement agreement.

(b) Criteria. In determining whether to designate a reinvestment zone and whether to enter into a tax abatement agreement, the Commissioners Court shall consider the following factors, among others determined appropriate by the Court:

- (1) value of land and existing improvements, if any;
- (2) type and value of proposed improvements;
- (3) productive life of proposed improvements;
- (4) number of existing jobs to be retained by proposed improvements;
- (5) number and type of new jobs, if any, to be created by proposed improvements;
- (6) costs to be incurred by Upton County, if any, to provide facilities or services directly resulting from the new improvements;
- (7) types and values of public improvements, if any, to be made by applicant seeking abatement;
- (8) the amount of ad valorem property taxes to be paid to Upton County after expiration of the abatement agreement;
- (9) the impact on the business opportunities of existing businesses and the attraction of new businesses to the area, if any; and
- (10) the overall compatibility with the zoning ordinances and comprehensive plan, if any, for the area.

III. Format for Tax Abatement Agreement

(a) Required provisions. If the Upton County Commissioners Court designates a reinvestment zone, it may consider and execute a tax abatement agreement with the owner of the designated property and lessee, as appropriate, as outlined above. Any tax abatement agreement shall include at least the following:

- (1) the kind, number and location of all proposed improvements of the property;
- (2) provisions allowing for reasonable access to the property for initial and intermittent inspection purposes by County employees or designated representatives to ensure improvements are made in compliance with the agreement;
- (3) provisions limiting the use of the property consistent with the general purpose of encouraging development or redevelopment of the area during the period of abatement;
- (4) provisions for recapturing property tax revenue lost as a result of the agreement if the owner of the property fails to make the improvements or repairs as provided in the agreement;
- (5) each term agreed to by the recipient of the abatement;
- (6) a requirement that the abatement recipient certify its compliance with the agreement annually to the County; and
- (7) provisions allowing the County to cancel or modify the agreement if the recipient is out of compliance with the agreement.

(b) Optional provisions. The tax abatement agreement may also contain any or all of the following items, in addition to any others deemed appropriate by the contracting parties;

- (1) the estimated taxable value or range of values for which taxes are to be abated;
- (2) percent of value to be abated or payment in-lieu-of tax amount each year;
- (3) the commencement and termination dates of the abatement;
- (4) proposed use of the property;
- (5) nature of construction, time schedule, map, and property description;
- (6) contractual obligations in the event of default or violation of terms or conditions;
- (7) size of investment and number of temporary and permanent jobs involved, if any;
- (8) provisions for dispute resolution.

(c) Duration and portion of abatement. A tax abatement granted by Upton County may be up to, but shall not exceed, ten (10) years in duration and up to but not exceeding 100% in portion of ad valorem property taxes abated.

(d) Time limit. Such agreement shall be executed within 30 days after passage of the resolution approving the agreement, unless the County and the applicant mutually agree otherwise.

IV. Administration of Tax Abatement Agreement

(a) Inspections. County employees or their designated representatives shall have reasonable access to the property for initial and intermittent inspection purposes in order to ensure that the improvements or repairs are made according to the specifications and conditions of the agreement.

(b) Cure provisions. Should Upton County determine that the company or individual

receiving the abatement is in default of the tax abatement agreement, it shall notify the company or individual of such default in writing at the address specified in the agreement, and if such is not cured within sixty (60) days of notice, the agreement may be terminated by the County.

(c) Modification and termination. At any time before the expiration of a tax abatement agreement, an agreement may be modified by the parties to include other provisions that could have been included in the original agreement or to delete provisions that were not necessary to the original agreement. The modification must be made by the same procedure by which the original agreement was made. An agreement may also be terminated by the mutual consent of the parties in the same way the agreement was made, or by other means as agreed by the parties according to the provisions of the agreement.

V. Assignment

An abatement granted by Upton County may be transferred and assigned by the holder to a new owner or lessee of the same property upon the approval by resolution of Upton County subject to the financial capacity of the assignee and provided that all conditions and obligations in the tax abatement agreement are guaranteed by the execution of a new contractual agreement with Upton County. Approval shall not be unreasonably withheld by Upton County.

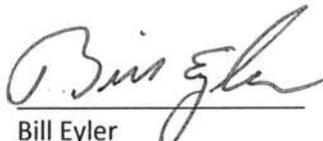
VI. Sunset and Amendment of Guidelines and Criteria

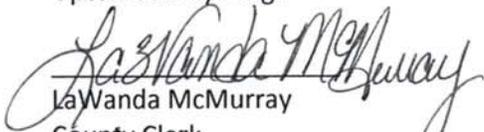
VII. Variance

The Commissioner's Court shall have the authority to grant a variance from the terms and conditions of these Guidelines and Criteria.

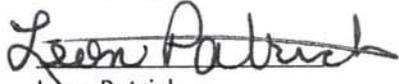
These Guidelines and Criteria are effective upon the date of their adoption and will remain in force for two years, unless amended by three-fourths vote of the Upton County Commissioners Court.

Passed and approved at a regular meeting of the Upton County Commissioners' Court, at which a quorum was present on the 8th day of August, 2016.

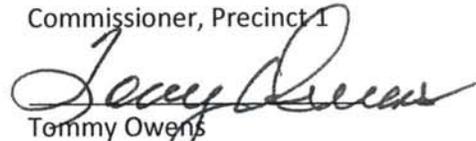

Bill Eyer
Upton County Judge

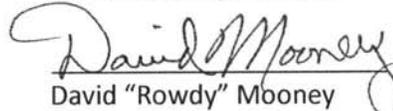

LaWanda McMurray
County Clerk


Melanie Spratt
County Legal Counsel


Leon Patrick
Commissioner, Precinct 4


Dean Titsworth
Commissioner, Precinct 1


Tommy Owens
Commissioner, Precinct 2


David "Rowdy" Mooney
Commissioner, Precinct 3