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KEVIN O'HANLON
CERTIFIED, CIVIL APPELLATE
CERTIFIED, CIVIL TRIAL

JUSTIN DEMERATH
BENJAMIN CASTILLO

April 9, 2018

Local Government Assistance & Economic Analysis
Texas Comptroller of Public Accounts
P.O. Box 13528
Austin, Texas 78711-3528

RE: Application to the Vernon Independent School District from Lockett
Windfarm, LLC

(First Qualifying Year 2018; First Limitation Year 2020)

To the Local Government Assistance & Economic Analysis Division:

By copy of this letter transmitting the application for review to the Comptroller's Office, the Vernon Independent School District is notifying Lockett Windfarm, LLC of its intent to consider the application for appraised value limitation on qualified property should a positive certificate be issued by the Comptroller. Please prepare the economic impact report.

The Applicant submitted the Application to the school district on March 28, 2018. The Board voted to accept the application on March 28, 2018. The application has been determined complete as of April 9, 2018.

Please do not hesitate to call with any questions.

Sincerely,



Kevin O'Hanlon
School District Consultant

Cc: Lockett Windfarm, LLC
Wilbarger CAD

APPLICATION TAB ORDER FOR REQUESTED ATTACHMENTS

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

Tab Item 1

Pages 1 through 11 of Application

(see enclosed)

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

March 28, 2018

Date Application Received by District

Jeff

First Name

Byrd

Last Name

Superintendent

Title

Vernon Independent School District

School District Name

1713 Wilbarger Street

Street Address

1713 Wilbarger Street

Mailing Address

Vernon

City

Texas

State

76384

ZIP

940-553-1900

Phone Number

940-553-3802

Fax Number

940-687-3674

Mobile Number (optional)

jeff.byrd@visdtx.org

Email Address

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

Yes

No

SECTION 1: School District Information (continued)

3. Authorized School District Consultant (If Applicable)

Mali	Hanley
First Name	Last Name
Consultant	
Title	
O'Hanlon, Demerath & Castillo	
Firm Name	
512-494-9949	512-494-9919
Phone Number	Fax Number
	mhanley@808west.com
	Email Address

4. On what date did the district determine this application complete? April 9, 2018
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)

Philip	Moore	
First Name	Last Name	
Vice President - Development	Lincoln Clean Energy, LLC	
Title	Organization	
401 N. Michigan Ave., Suite 501		
Street Address		
401 N. Michigan Ave., Suite 501		
Mailing Address		
Chicago	IL	60611
City	State	ZIP
512-767-7461	312-527-0538	
Phone Number	Fax Number	
	pmoore@lincolnclean.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.

Charlie	Smith	
First Name	Last Name	
Senior Director of Development	Lincoln Clean Energy, LLC	
Title	Organization	
401 N. Michigan Ave., Suite 501		
Street Address		
401 N. Michigan Ave., Suite 501		
Mailing Address		
Chicago	IL	60611
City	State	ZIP
312-422-1604	312-527-0538	
Phone Number	Fax Number	
	csmith@lincolnclean.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)

David	Sewell
First Name	Last Name
Attorney	
Title	
Stahl, Bernal, Davies, Sewell & Chavarria, LLP	
Firm Name	
(512) 346-5558	(512_ 346-2712
Phone Number	Fax Number
dsewell@sbaustinlaw.com	
Business Email Address	

SECTION 3: Fees and Payments

1. Has an application fee been paid to the school district? Yes No

The total fee shall be paid at time of the application is submitted to the school district. Any fees not accompanying the original application shall be considered supplemental payments.

1a. If yes, attach in **Tab 2** proof of application fee paid to the school district.

For the purpose of questions 2 and 3, "payments to the school district" include any and all payments or transfers of things of value made to the school district or to any person or persons in any form if such payment or transfer of thing of value being provided is in recognition of, anticipation of, or consideration for the agreement for limitation on appraised value.

2. Will any "payments to the school district" that you may make in order to receive a property tax value limitation agreement result in payments that are not in compliance with Tax Code §313.027(i)? Yes No N/A
3. If "payments to the school district" will only be determined by a formula or methodology without a specific amount being specified, could such method result in "payments to the school district" that are not in compliance with Tax Code §313.027(i)? Yes No N/A

SECTION 4: Business Applicant Information

1. What is the legal name of the applicant under which this application is made? Lockett Windfarm, LLC
2. List the Texas Taxpayer I.D. number of entity subject to Tax Code, Chapter 171 (11 digits) 32057025986
3. List the NAICS code 221115
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

SECTION 5: Applicant Business Structure

1. Identify Business Organization of Applicant (corporation, limited liability corporation, etc) Limited Liability Corporation
2. Is applicant a combined group, or comprised of members of a combined group, as defined by Tax Code §171.0001(7)? Yes No
- 2a. If yes, attach in **Tab 3** a copy of Texas Comptroller Franchise Tax Form No. 05-165, No. 05-166, or any other documentation from the Franchise Tax Division to demonstrate the applicant's combined group membership and contact information.
3. Is the applicant current on all tax payments due to the State of Texas? Yes No
4. Are all applicant members of the combined group current on all tax payments due to the State of Texas? Yes No N/A
5. If the answer to question 3 or 4 is no, please explain and/or disclose any history of default, delinquencies and/or any material litigation, including litigation involving the State of Texas. (If necessary, attach explanation in **Tab 3**)

SECTION 6: Eligibility Under Tax Code Chapter 313.024

1. Are you an entity subject to the tax under Tax Code, Chapter 171? Yes No
2. The property will be used for one of the following activities:
 - (1) manufacturing Yes No
 - (2) research and development Yes No
 - (3) a clean coal project, as defined by Section 5.001, Water Code Yes No
 - (4) an advanced clean energy project, as defined by Section 382.003, Health and Safety Code Yes No
 - (5) renewable energy electric generation Yes No
 - (6) electric power generation using integrated gasification combined cycle technology Yes No
 - (7) nuclear electric power generation Yes No
 - (8) a computer center that is used as an integral part or as a necessary auxiliary part for the activity conducted by applicant in one or more activities described by Subdivisions (1) through (7) Yes No
 - (9) a Texas Priority Project, as defined by 313.024(e)(7) and TAC 9.1051 Yes No
3. Are you requesting that any of the land be classified as qualified investment? Yes No
4. Will any of the proposed qualified investment be leased under a capitalized lease? Yes No
5. Will any of the proposed qualified investment be leased under an operating lease? Yes No
6. Are you including property that is owned by a person other than the applicant? Yes No
7. Will any property be pooled or proposed to be pooled with property owned by the applicant in determining the amount of your qualified investment? Yes No

SECTION 7: Project Description

1. In **Tab 4**, attach a detailed description of the scope of the proposed project, including, at a minimum, the type and planned use of real and tangible personal property, the nature of the business, a timeline for property construction or installation, and any other relevant information.
2. Check the project characteristics that apply to the proposed project:

<input type="checkbox"/> Land has no existing improvements	<input checked="" type="checkbox"/> Land has existing improvements <i>(complete Section 13)</i>
<input type="checkbox"/> Expansion of existing operation on the land <i>(complete Section 13)</i>	<input type="checkbox"/> Relocation within Texas

SECTION 8: Limitation as Determining Factor

1. Does the applicant currently own the land on which the proposed project will occur? Yes No
2. Has the applicant entered into any agreements, contracts or letters of intent related to the proposed project? Yes No
3. Does the applicant have current business activities at the location where the proposed project will occur? Yes No
4. Has the applicant made public statements in SEC filings or other documents regarding its intentions regarding the proposed project location? Yes No
5. Has the applicant received any local or state permits for activities on the proposed project site? Yes No
6. Has the applicant received commitments for state or local incentives for activities at the proposed project site? Yes No
7. Is the applicant evaluating other locations not in Texas for the proposed project? Yes No
8. Has the applicant provided capital investment or return on investment information for the proposed project in comparison with other alternative investment opportunities? Yes No
9. Has the applicant provided information related to the applicant's inputs, transportation and markets for the proposed project? Yes No
10. Are you submitting information to assist in the determination as to whether the limitation on appraised value is a determining factor in the applicant's decision to invest capital and construct the project in Texas? Yes No

Chapter 313.026(e) states "the applicant may submit information to the Comptroller that would provide a basis for an affirmative determination under Subsection (c)(2)." If you answered "yes" to any of the questions in Section 8, attach supporting information in Tab 5.

SECTION 9: Projected Timeline

1. Application approval by school board 7/25/2018
2. Commencement of construction Q4 2018
3. Beginning of qualifying time period 7/25/2018
4. First year of limitation 2020
5. Begin hiring new employees Q4 2019
6. Commencement of commercial operations Q4 2019
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? Q4 2019

SECTION 10: The Property

1. Identify county or counties in which the proposed project will be located Wilbarger
2. Identify Central Appraisal District (CAD) that will be responsible for appraising the property Wilbarger County Appraisal District
3. Will this CAD be acting on behalf of another CAD to appraise this property? Yes No
4. List all taxing entities that have jurisdiction for the property, the portion of project within each entity and tax rates for each entity:
 County: Wilbarger County, 0.498730, 100% City: _____
(Name, tax rate and percent of project) (Name, tax rate and percent of project)
 Hospital District: General Hospital, 0.160466, 100% Water District: _____
(Name, tax rate and percent of project) (Name, tax rate and percent of project)
 Other (*describe*): Vernon College, 0.232367, 100% Other (*describe*): _____
(Name, tax rate and percent of project) (Name, tax rate and percent of project)
5. Is the project located entirely within the ISD listed in Section 1? Yes No
 5a. If no, attach in **Tab 6** additional information on the project scope and size to assist in the economic analysis.
6. Did you receive a determination from the Texas Economic Development and Tourism Office that this proposed project and at least one other project seeking a limitation agreement constitute a single unified project (SUP), as allowed in §313.024(d-2)? Yes No
 6a. If yes, attach in **Tab 6** supporting documentation from the Office of the Governor.

SECTION 11: Investment

NOTE: The minimum amount of qualified investment required to qualify for an appraised value limitation and the minimum amount of appraised value limitation vary depending on whether the school district is classified as Subchapter B or Subchapter C, and the taxable value of the property within the school district. For assistance in determining estimates of these minimums, access the Comptroller's website at comptroller.texas.gov/economy/local/ch313/.

1. At the time of application, what is the estimated minimum qualified investment required for this school district? 30,000,000.00
2. What is the amount of appraised value limitation for which you are applying? 30,000,000.00
Note: The property value limitation amount is based on property values available at the time of application and may change prior to the execution of any final agreement.
3. Does the qualified investment meet the requirements of Tax Code §313.021(1)? Yes No
4. Attach a description of the qualified investment [See §313.021(1).] The description must include:
 - a. a specific and detailed description of the qualified investment you propose to make on the property for which you are requesting an appraised value limitation as defined by Tax Code §313.021 (**Tab 7**);
 - b. a description of any new buildings, proposed new improvements or personal property which you intend to include as part of your minimum qualified investment (**Tab 7**); and
 - c. a detailed map of the qualified investment showing location of tangible personal property to be placed in service during the qualifying time period and buildings to be constructed during the qualifying time period, with vicinity map (**Tab 11**).
5. Do you intend to make at least the minimum qualified investment required by Tax Code §313.023 (or §313.053 for Subchapter C school districts) for the relevant school district category during the qualifying time period? Yes No

SECTION 12: Qualified Property

- 1. Attach a detailed description of the qualified property. [See §313.021(2)] (If qualified investment describes qualified property exactly, you may skip items a, b and c below.) The description must include:
1a. a specific and detailed description of the qualified property for which you are requesting an appraised value limitation as defined by Tax Code §313.021 (Tab 8);
1b. a description of any new buildings, proposed new improvements or personal property which you intend to include as part of your qualified property (Tab 8); and
1c. a map of the qualified property showing location of new buildings or new improvements with vicinity map (Tab 11).
2. Is the land upon which the new buildings or new improvements will be built part of the qualified property described by §313.021(2)(A)?
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?
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.

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? 6
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 704.00
 - b. 110% of the average weekly wage for manufacturing jobs in the county is 1,074.98
 - c. 110% of the average weekly wage for manufacturing jobs in the region is 1,062.00
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? 55,224.00
10. What is the annual wage you are committing to pay for each of the new qualifying jobs you create on the qualified property? 56,000.00
11. Will the qualifying jobs meet all minimum requirements set out in Tax Code §313.021(3)? Yes No
12. Do you intend to satisfy the minimum qualifying job requirement through a determination of cumulative economic benefits to the state as provided by §313.021(3)(F)? Yes No
 - 12a. If yes, attach in **Tab 12** supporting documentation from the TWC, pursuant to §313.021(3)(F).
13. Do you intend to rely on the project being part of a single unified project, as allowed in §313.024(d-2), in meeting the qualifying job requirements? Yes No
 - 13a. If yes, attach in **Tab 6** supporting documentation including a list of qualifying jobs in the other school district(s).

SECTION 15: Economic Impact

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

Tab Item 2

Proof of Payment of Application Fee

(see enclosed)

Proof of payment of filing fee received by the
Comptroller of Public Accounts per TAC Rule
§9.1054 (b)(5)

Tab Item 3

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

Documentation from Texas Comptroller's Franchise Tax Division to demonstrate combined group membership:

1. Lockett Windfarm, LLC is a Delaware Limited Liability Company formed on April 21, 2015.
2. Lockett Windfarm, LLC is registered in the State of Texas as a foreign limited liability company, File Number 0802201034, in the Office of the Secretary of State. Taxpayer number 32057025986.
3. Lockett Windfarm, LLC has one member with 100% ownership, Lincoln Clean Energy, LLC, which is registered in the State of Texas as a foreign limited liability company, File Number 0802369618, in the Office of the Secretary of State. Taxpayer number 32059303761.
4. Contact information for Lockett Windfarm, LLC is as follows:

Contact: Philip Moore

Phone: (512) 767-7461

Email: pmoore@lincolnclean.com

5. In addition, we have attached Form 05-166 (Texas Franchise Tax Affiliate Schedule) for Lincoln Clean Energy, LLC. Lincoln Clean Energy, LLC's affiliates are: Coyote Wind, LLC, Dermott Wind, LLC, Willow Springs Windfarm, LLC, Lockett Windfarm, LLC, Sandsage Solar, LLC, Stanorah Solar, LLC, Shawnee Energy Center, LLC, Rockwood Energy Center, LLC, TX Lincoln Clean Energy Development, LLC, St. Lawrence Solar, LLC, Sage Draw Wind, LLC, Tahoka Wind, LLC, Wayside Wind, LLC, and Staked Plains Energy, LLC.



Texas Franchise Tax Extension Affiliate List

Tcode 13298 Franchise

FILING REQUIREMENTS

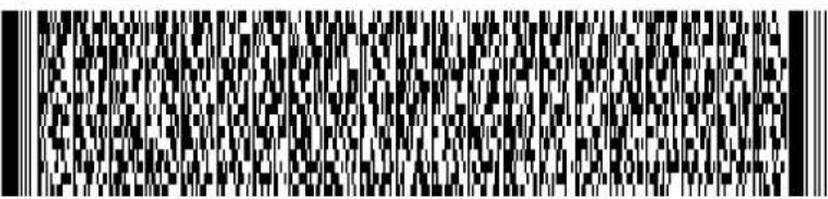
Reporting entity taxpayer number: 3 2 0 5 9 3 0 3 7 6 1
 Report year: 2 0 1 6
 Reporting entity taxpayer name: Lincoln Clean Energy, LLC

LEGAL NAME OF AFFILIATE	AFFILIATE'S TEXAS TAXPAYER NUMBER (If none, enter FBI number)	BLACKEN CIRCLE IF AFFILIATE DOES NOT HAVE NEXUS IN TEXAS
1. ANTELOPE FLATS WIND, LLC	3 2 0 6 1 8 4 2 0 9 5	<input type="radio"/>
2. COYOTE WIND, LLC	3 2 0 6 0 8 1 6 7 2 8	<input type="radio"/>
3. DERMOTT WIND, LLC	3 2 0 5 6 7 6 8 1 1 5	<input type="radio"/>
4. LOCKETT WINDFARM, LLC	3 2 0 5 7 0 2 5 9 8 6	<input type="radio"/>
5. ROCKWOOD ENERGY CENTER, LLC	3 2 0 5 4 4 9 4 9 2 0	<input type="radio"/>
6. SHAWNEE ENERGY CENTER, LL	3 2 0 5 5 3 9 4 7 5 6	<input type="radio"/>
7. SAGE DRAW WIND, LLC	3 2 0 6 1 8 8 3 3 3 9	<input type="radio"/>
8. SANDSAGE SOLAR, LLC	3 2 0 5 6 7 5 1 3 9 2	<input type="radio"/>
9. ST. LAWRENCE SOLAR, LLC	3 2 0 5 9 7 7 5 9 0 1	<input type="radio"/>
10. STANORAH SOLAR, LLC	3 2 0 5 6 6 8 6 5 4 9	<input type="radio"/>
11. TAHOKA WIND, LLC	3 2 0 6 1 8 6 2 3 8 2	<input type="radio"/>
12. WAYSIDE WIND, LLC	3 2 0 5 9 3 4 2 6 8 6	<input type="radio"/>
13. WILLOW SPRINGS WINDFARM, LLC	3 2 0 5 6 6 9 8 2 6 2	<input type="radio"/>
14. STAKED PLAINS ENERGY, LLC	3 2 0 5 9 7 5 9 4 5 9	<input type="radio"/>
15.		<input type="radio"/>
16.		<input type="radio"/>
17.		<input type="radio"/>
18.		<input type="radio"/>
19.		<input type="radio"/>
20.		<input type="radio"/>
21.		<input type="radio"/>

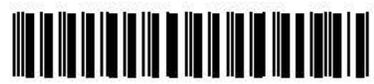
Note: To file an extension request for a reporting entity and its affiliates, Form 05-164 (Texas Franchise Tax Extension Request) must be submitted with this affiliate list. The filing of this list by itself does not constitute a properly filed Extension Request.

Do not file this form when requesting a second extension.

Texas Comptroller Official Use Only



VE/DE FM



Tab Item 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.

Lockett Windfarm, LLC (“Lockett Windfarm”) is requesting a Chapter 313 Appraised Value Limitation Agreement from Vernon ISD for a proposed renewable energy project using wind turbines (the “Project”) to be constructed in Vernon ISD in central Wilbarger County. The installed capacity of the proposed project is expected to be approximately 184 megawatts (MW). While turbine type and size have yet to be finalized, the current plan is to utilize 2.45 MW turbines. The Project is anticipated to cover over 25,000 acres of privately-owned land, all currently used as farmland or pasture, and such uses can continue as the Project is designed to be compatible with such activities. Construction of the Project is expected to commence in December 2018, and is anticipated to be complete in the fourth quarter of 2019. In addition to the wind turbines, the Project will also include an operations and maintenance building, a series of new access roads to the turbines, underground electrical collection cables, meteorological towers, a substation, and an overhead transmission line connecting to a substation at the Point of Interconnection to the new ERCOT transmission line. None of this property is covered under an existing appraisal district account number.

Approximately 200 construction workers are anticipated at peak of construction activity, and approximately 6 permanent, full-time workers are anticipated for the plant management and operations and maintenance functions for the entire project.

Tab Item 5

Documentation to assist in determining if limitation is a determining factor:

The Applicant for this Project has entered into a number of contracts related to the project, including long-term lease option agreements with area landowners and service agreements and scopes with various consultants (environmental, airspace, etc.) to assess the suitability of the site, and a request for studies leading to an interconnection agreement with the transmission provider. None of these contracts obligate Applicant to construct the Project.

In order for the project to qualify for the federal income tax Production Tax Credit (PTC), the Applicant was required to complete a minimum amount of PTC qualification work before the statutorily imposed deadline of December 31, 2015, with small amounts of additional work completed in 2016 to show continuous construction. This work consisted of earth-moving to prepare five holes, three in 2015 and two in 2016, for turbine foundations (though foundations were not installed) and installation of 2,000 linear feet of road connecting the five foundation holes. These were not deemed taxable improvements by the Wilbarger County Central Appraisal District and no tax bill was delivered.

The Applicant is a national wind developer with the ability to locate projects of this type in other states within the United States and other regions within Texas with favorable wind characteristics. The Applicant is actively assessing and developing other projects outside of Texas that are competing for limited investment funds. This appraised value limitation is critical to the ability of the Project to move forward as currently sited.

Without the available tax incentives, the economics of the Project become far less attractive and the likelihood of selling the electricity at a competitive price will significantly decrease. The Applicant for this project is competing against other developers who have been offered or are in the process of applying for Value Limitation Agreements with other school districts. Obtaining the limitation is critical to the economic and competitive viability of this Project. Without the limitation approval, the Applicant would likely terminate the Project, including the aforementioned contracts, leases, and limited improvements, in order to reallocate resources in areas with more favorable economics.

Tab Item 6

100% of the Project is anticipated to be located within Wilbarger County, Vernon College District, the Wilbarger County Hospital District, and Vernon ISD.

Tab Item 7

Description of Qualified Investment

Lockett Windfarm, LLC plans to construct a 184 MW wind farm in Wilbarger County consisting of 75 turbines.

The Applicant is requesting an appraised value limitation on all of the property constructed or placed upon the real property within Vernon ISD. The qualified investment in Vernon ISD is expected to include approximately seventy-five (75) GE 2.45MW wind turbine generators, including 89m towers, nacelles, rotors with 127m rotor diameter, and reinforced concrete foundations, pads, underground and overhead electric collection cables, access roads, meteorological towers, spare parts and control systems as necessary for the commercial generation of electricity. While the turbine locations have not yet been finalized, they are expected to be sited in a series of rows running approximately east to west in the southern part of Wilbarger County. The map in Tab 11 shows the preliminary turbine locations. The exact placement of these turbines is subject to ongoing planning, soil and geotechnical studies, and engineering and will be determined before construction commences.

In addition to the wind turbines, the Project will also include an operations and maintenance building that will likely be located in the approximate center of the Project. (It is also shown on the map in Tab 11.) The Project will also require a series of new access roads to the turbines, underground electrical collection cables, permanent meteorological towers, a substation, and an overhead transmission line connecting the project substation to the Point of Interconnection.

The 2,000 ft. of road constructed on the project in late 2015 to assist with Production Tax Credit qualification will not be part of the qualified investment or qualified property.

Tab Item 8

Description of Qualified Property

See Tab Item 7. The Qualified Property Description is the same as the Qualified Investment.

Tab Item 9

Description of Land

LEGAL DESCRIPTION: BEING APPROXIMATELY 59,630 ACRES OF LAND AND BEING ALL OF AND ANY PORTIONS OF SECTIONS:120, A-636, 114, A-649, A-637, A-694, 94, A-691, 89, A-298, 90, A-855, 73, A-290, 74, A-917, 113, A-448, 95, A-433, 88, A-516, 75, A-291, 72, A-764, 74, A-765, 59, A-283, 43, A-293, 44, A-997, 30, A-1992, A-699, 31, A-382, 31K, A-2060, 42, A-1495, A-1155, A-701, 45, A-277, 56, A-813, 60, A-1551, 71, A-289, 76, A-685, A-1041, 87, A-297, 96, A-1801, A-1933, 112, A-1620, AA-2101, A-2031, A-2032, A-1521, A-2102, A-2098, A-1519, 111, A-447, 97, A-440, 86, A-611, 77, A-292, 70, A-852, 61, A-284, 55, A-282, 46, A-1400, A-803, 41, A-387, 32, A-700, A-1384, 25, A-379, 16, A-719, 14, A-896, 17, A-375, 24, A-685, 33, A-383, 47, A-278, 54, A-1987, A-1988, A-714, A-1467, 62, A-1642, 69, A-288, 78, A-725, A-748, 85, A-296, 98, A-1166, A-1168, 110, A-1723, A-984, A-985, 109, A-446, 99, A-441, 84, A-790, A-383, A-1686, 79, A-293, 68, A-1853, A-1720, 63, A-285, 53, A-281, 48, A-721, 49, A-279, 52, A-675, 64, A-1591, 67, A-287, 80, A-708, A-904, 83, A-295, 100, A-1120, A-1828, A-1766, 103, A-443, 104, A-800, 108, A-1668, 102, A-1737, A-1659, 101, A-442, 82, A-1683, A-1066, A-1843, 81, A-254, 66, A-1021, A-927, A-1664, 65, A-286, 51, A-280, 50, A-1916, A-1437, BLOCK 14, H & TC RR. COMPANY SURVEY, 28, A-1835, A-1667, 29, A-532, 30, A-1612, A-1925, A-1884 J. POITEVENT SURVEY, 3, BLOCK 3, WA MCKINNEY SURVEY, A-998, 2J, A-1315, 1, A-1223, DAY LAND AND CATTLE COMPANY SURVEY, 19, A-12, 21, A-13, 22, A-1817, 23, A-11, BEATY, SEALE AND FORWOOD SURVEY, 20, A-2066, STATE LAND, H & TC RR. COMPANY SURVEY, 27, A-223, 28, A-768, 29, A-224, 30, A-799, A-1705, 31, A-226, 32, A-2030, A-1819, A-1820, 33, A-227, 34, A-774, 35, A-228, 36, A-2041, BLOCK 9, H & TC RR. COMPANY SURVEY, 2, A-1074, 3, A-1075, 5, A-1076, WW DUPY & LF ROBERTS SURVEY, 1, A-583, 2, A-1206, 1906, 5, 2010, MARTHA SPIKES SURVEY, 5, A-991, OLLEY A LINDSEY SURVEY, 9, A-154, 10, A-716, A-651, 11, A-155, 12, A-620, 64, A-601, A-662, 65, A-176, 66, A-1488, A-908, A-864, 67, A-175, 68, A-614, BLOCK 12, H & TC RR. COMPANY SURVEY, SECTION 2, A-1732, GC & SF RR. CO SURVEY LYING IN AND BEING SITUATED OUT OF WILBARGER COUNTY, TEXAS: SAID 59,630 ACRE TRACT BEING GENERALLY DESCRIBED AS FOLLOWS:

BEGINNING at a point at or near the approximate intersection of the U.S. Highway 287 and the north line of said Section 12 for the approximate northeast corner of the Eastview Memorial Cemetery and the most northerly northeast corner hereof and having an approximate Latitude and Longitude of N 34.14887° and W 99.23141°;

THENCE generally along said U.S. Highway 287 the following 3 courses:

1. South 73°47'44" East a distance of 20010.29 feet said U.S. Highway 287 to a point for an angle point hereof and having an approximate Latitude and Longitude of N 34.13387°, W 99.16779°;
2. South 52°17'39" East a distance of 2266.03 feet to a point for an angle point hereof;
3. South 22°53'44" East a distance of 426.37 feet to a point in the approximate intersection of said U.S. Highway 287 and F.M. Highway 433 for an angle point hereof;

THENCE leaving said F.M. Highway 433 crossing said Section 30 of said Block 14 generally along King Street the following 6 courses:

1. North 83°43'01" East a distance of 157.53 feet to a point for an angle point hereof;
2. North 52°00'31" East a distance of 346.90 feet to a point for an angle point hereof;
3. North 75°49'17" East a distance of 308.68 feet to a point for an angle point hereof;
4. North 89°45'08" East a distance of 339.74 feet to a point for an angle point hereof;
5. North 78°20'08" East a distance of 331.14 feet to a point for an angle point hereof;
6. North 71°21'03" East a distance of 159.45 feet to a point in the approximate west line of Section 29, A-381 of said Block 14 for a corner hereof and having an approximate Latitude and Longitude of N 34.13022°, W 99.15619°;

THENCE South 13°27'34" East a distance of 1772.40 feet along the approximate common line of said Sections 29 and 30 of said Block 14 to a point in the approximate north line of Section 26 of said Block 14 at or near the approximate common corner of said Sections 29 and 30 of said Block 14 for a corner hereof;

THENCE South 77°38'44" West a distance of 2176.12 feet along the north line of said Section 26 an existing unnamed road and F.M. Highway 2897 to a point for an angle point hereof;

THENCE generally along F.M. Highway 2897 the following the following 2 courses:

1. North 66°55'21" West a distance of 169.09 feet to a point for an angle point hereof;
2. North 51°36'16" West a distance of 113.43 feet to a point at the approximate intersection of F.M. Highway 2897 and F.M. Highway 433 for an angle point hereof;

THENCE generally along said F.M. Highway 433 the following 4 courses:

1. South 72°43'14" West a distance of 123.91 feet to a point for an angle point hereof;
2. South 47°07'29" West a distance of 368.21 feet to a point for an angle point hereof;
3. South 66°34'27" West a distance of 226.55 feet to a point for an angle point hereof;
4. South 74°41'55" West a distance of 2118.51 feet to a point at or near the common corner of said Section 26 of said Block 14 and said Section 31 of said Block 14 for a corner hereof and having an approximate Latitude and Longitude of N 34.12193°, W 99.17131°;

THENCE South 14°07'43" East a distance of 5319.95 feet along the common line of said Section 26 and said Section 31 to a point in County Road 132E at or near the approximate common corner of said Sections 25, 31, 32 and 26 of said Block 14 for a corner hereof and having an approximate Latitude and Longitude of N 34.10777°, W 99.16692°;

THENCE generally along County Road 132E the following 2 courses:

1. North $76^{\circ}24'53''$ East a distance of 5281.80 feet along the approximate common line of said Sections 26 and 25 to a point at or near the approximate common corner of Section 27, A-380 of said Block 14 and said Sections 16, 25 and 26 for an angle point hereof;
2. North $76^{\circ}46'07''$ East a distance of 2654.76 feet along the approximate common line of said Section 28, A-1727 of said Block 14 and said Sections 27 and 16 to a point for a corner hereof and having an approximate Latitude and Longitude of N 34.11298° , W 99.14146° ;

THENCE South $13^{\circ}57'00''$ East a distance of 5294.57 feet crossing said Section 16 to a point in County Road 134E at or near the approximate common line of said Section 16 and said Section 17 for a corner hereof;

THENCE generally along County Road 134E the following 2 courses:

1. North $76^{\circ}14'05''$ East a distance of 2639.66 feet along said approximate common line to a point at or near the approximate common corner of Section 15, A-374 of said Block 14 and said Sections 14, 17 and 16 for an angle point hereof;
2. North $76^{\circ}05'41''$ East a distance of 5279.79 feet along the approximate common line of said Section 15 and said Section 14 to a point at or near the approximate common corner of Section 6, A-2056 of said Block 14, Section 7, A-370 of said Block 14 and said Sections 14 and 15 for a corner hereof and having an approximate Latitude and Longitude of N 34.10422° , W 99.11178° ;

THENCE South $13^{\circ}54'43''$ East a distance of 5292.79 feet along the approximate common line of said Section 7 and said Section 14 to a point at or near the approximate common corner of said Section 7, Section 8, A-697 of said Block 14, Section 13, A-373 of said Block 14 and said Section 14 for a corner hereof and having an approximate Latitude and Longitude of N 34.09013° , W 99.10748° ;

THENCE South $76^{\circ}12'43''$ West a distance of 5268.09 feet along the approximate common line of said Sections 13 and 14 to a point at or near the common corner of said Section 13, Section 18, A-1724 of said Block 14 and said Sections 17 and 14 for an angle point hereof;

THENCE South $76^{\circ}12'43''$ West a distance of 5291.12 feet along the approximate common line of said Sections 17 and 18 to a point at or near the approximate common corner of said Section 18, Section 23, A-378 of said Block 14 and said Sections 24 and 17 for an angle point hereof;

THENCE South $75^{\circ}58'46''$ West a distance of 5278.55 feet along the approximate common line of said Sections 23 and 24 to a point at or near the approximate common corner of said Section 23, Section 34, A-744 of said Block 14 and said Sections 33 and 24 for a corner hereof and having an approximate Latitude and Longitude of N 34.07944° , W 99.15818° ;

THENCE North 58°30'09" West a distance of 7415.38 feet crossing said Section 33 to a point at or near the approximate common corner of Section 40, A-1608 of said Block 14 and said Sections 41, 32 and 33 for a corner hereof;

THENCE South 75°46'43" West a distance of 5364.17 feet along the approximate common line of said Sections 40 and 41 to a point at or near the approximate common corner of said Sections 47, 46, 41 and 40 for a corner hereof and having an approximate Latitude and Longitude of N 34.08626°, W 99.19629°;

THENCE South 14°02'48" East a distance of 21101.96 feet along the approximate east lines of said Sections 47, 48, 49 and 50 to a point in the approximate north line of Section 3, A-477, H & GN RR. Company Survey and the approximate south line of said Block 14 at or near the approximate common corner Section 37, A-385 of said Block 14 and said Section 50 for the southeast corner hereof and having an approximate Latitude and Longitude of N 34.03011°, W 99.17893°;

THENCE South 75°57'53" West a distance of 16544.42 feet along the approximate south line of said Block 14 to a point at or near the approximate common corner of Section 1, A-476, H. & G.N. RR. Co. Survey and said Section 30 of said J. Poitevent Survey for a corner hereof and having an approximate Latitude and Longitude of N 34.01879°, W 99.23181°;

THENCE South 12°07'09" East a distance of 3870.03 feet to a point in the north line of Section 49, Block 2, H.&T.C. RR. Co. Survey, A-244 for a corner hereof and having an approximate Latitude and Longitude of N 34.00841°, W 99.22905°;

THENCE along the approximate common line of said Section 49 of said Block 2 and said Section 30 of said J. Poitevent Survey the following 2 courses:

1. South 72°30'31" West a distance of 3327.65 feet to a point for an angle point hereof;
2. South 72°53'35" West a distance of 1755.98 feet to a point at or near the approximate common corner of said Section 49 of said Block 2, Section 50 of said Block 2 and said Section 2, A-1732 for an angle point hereof;

THENCE South 76°58'19" West a distance of 1949.01 feet along the approximate common line of said Section 30 of said J. Poitevent Survey and said Section 2, A-1732 to a point at or near the approximate common corner of said Section 30 and said Section 29 of said J. Poitevent Survey for an angle point hereof;

THENCE South 75°54'25" West a distance of 2329.72 feet along the approximate common line of said Section 29 of said J. Poitevent Survey and said Section 2, A-1732 to a point for a corner hereof;

THENCE crossing said Section 2, A-1732 the following 3 courses:

1. South 13°38'55" East a distance of 216.68 feet to a point for a corner hereof and having an approximate Latitude and Longitude of N 34.00072°, W 99.25854°;
2. South 75°07'20" West a distance of 991.45 feet to a point for a corner hereof;
3. North 17°39'32" West a distance of 230.70 feet to a point in the approximate common line of said Section 29 of said J. Poitevent Survey and said Section 2, A-1732 for a corner hereof;

THENCE South 76°13'14" West a distance of 9724.23 feet along the approximate common line of said Sections 29 and 28 of said J. Poitevent Survey and said Section 2, A-1732 to a point at or near the approximate common corner of Section 27 of said J. Poitevent Survey, A-531 and said Section 28 of said J. Poitevent Survey for a corner hereof and having an approximate Latitude and Longitude of N 33.99405°, W 99.29303°;

THENCE North 13°22'01" West a distance of 4212.53 feet along the approximate common line of said Sections 27 and 28 of said J. Poitevent Survey to a point in the approximate south line of said Section 101 of said Block 14 for the approximate corner of said Sections 27 and 28 and a corner hereof;

THENCE South 76°03'22" West a distance of 5659.16 feet along the approximate common line of said Section 27 of said J. Poitevent Survey and said Sections 101 and 102 of said Block 14 to a point at or near the approximate common corner of Section 105, A-444 of said Block 14 and said Section 102 for a corner hereof and having an approximate Latitude and Longitude of N 34.00143°, W 99.31443°;

THENCE North 13°30'25" West a distance of 5190.13 feet along the approximate common line of said Sections 102 and 105 to a point at or near the approximate common corner of said Sections 105, 104, 103 and 102 for a corner hereof;

THENCE South 76°25'59" West a distance of 10387.83 feet along the approximate common line of said Sections 104, 105, 108 and Section 107, A-445 of said Block 14 to a point for the most westerly southwest corner hereof and having an approximate Latitude and Longitude of 34.00835°, W 99.35182°;

THENCE North 13°19'05" West a distance of 6648.44 feet crossing said Sections 108, 3, A-998 and 2J to a point in County Road 138W and the approximate common line of said Section 2J and Section 19, A-219 of said Block 9 for a corner hereof;

THENCE North 71°58'28" East a distance of 274.07 feet generally along said County Road 138W and said common line to a point in the apparent intersection of said County Road 138W and County Road 85S at or near the common corner of said Section 19 and said Section 30, A-799 for a corner hereof;

THENCE North 17°54'06" West a distance of 21117.39 feet generally along said County Road 85S to a point in the apparent intersection of said County Road 85S and U.S. Highway 70 at or near the common corner of Section 22, A-938, Section 23, A-221, Section 26, A-1744 and said

Section 27, A-223, all in said Block 9 for the most westerly northwest corner hereof and having an approximate Latitude and Longitude of N 34.08140°, W 99.37816°;

THENCE North 71°42'46" East a distance of 5308.87 feet generally along said U.S. Highway and said F.M. Highway 433 to a point in the apparent intersection of County Road 89 and said F.M Highway 433 at or near the common corner of said Sections 26, 35, 34 and 27 of said Block 9 for a corner hereof;

THENCE North 17°49'59" West a distance of 1821.97 feet generally along said County Road 89 to a point in the apparent intersection of said County Road 89 and said U.S. Highway 70 for a corner hereof;

THENCE North 27°16'46" East a distance of 9632.90 feet generally along said U.S. Highway 70 to a point in the approximate east line of said Section 120 at or near the apparent intersection of U.S. Highway 70 and County Road 126W and the approximate common corner of Section 25, A-9, Beaty, Seale and Forwood Survey and said Section 114 for the most northerly northwest corner hereof and having an approximate Latitude and Longitude of N 34.11447°, W 99.34910°;

THENCE North 76°40'02" East a distance of 15843.68 feet generally along said County Road 126 W to a point at or near the approximate northeast corner of said Section 89 and approximate interior corner of said Section 90 for an angle point hereof;

THENCE North 74°00'24" East a distance of 10198.22 feet crossing said Sections 90, 73, 2, A-1074 and 64 of said Block 12 to a point in the approximate west line of said Section 65 of said Block 12 at or near the common corner of said Section 64 of said Block 12 and said Section 1, A-583 for a corner hereof;

THENCE North 17°40'27" West a distance of 2379.61 feet generally along the approximate common line of said Sections 64 and 65 of said Block 12 to a point for a corner hereof and having an approximate Latitude and Longitude of N 34.13897°, W 99.26839°;

THENCE crossing said Section 65 of said Block 12 the following 3 courses

1. North 71°21'19" East a distance of 2069.41 feet to a point in Summerour Road for a corner hereof;
2. South 14°57'47" East a distance of 1198.90 feet generally along said Summerour Road to a point for a corner hereof;
3. North 71°22'37" East a distance of 3252.75 feet continuing along the approximate common line of Section 15, A-157 of said Block 12 and said Section 65 of said Block 12 to a point in the approximate west line of Section 14, A-1170 of said Block 12 and a corner hereof;

THENCE South 19°41'06" East a distance of 327.71 feet along the approximate common line of said Sections 65 & 14 of said Block 12 to a point at or near the approximate common corner of said Sections 14 and 66 of said Block 12 for a corner hereof;

THENCE North 70°29'35" East a distance of 2546.42 feet along the approximate common line of said Sections 14 and 66 of said Block 12 to a point in the approximate west line of Section 13, A-156 of said Block 12 at or near the approximate common corner of said Sections 14 and 66 of said Block 12 for a corner hereof;

THENCE South 18°30'12" East a distance of 1159.48 feet along the approximate common line of said Sections 13 and 66 of said Block 12 to a point at or near the common corner of Sections 13 and 66 of said Block 12 for a corner hereof;

THENCE North 70°53'57" East a distance of 3862.73 feet along the approximate common line of said Sections 13 and 66 of said Block 12 to a point for the approximate southeast corner of said Eastview Memorial Cemetery and a corner hereof;

THENCE North 16°22'11" West a distance of 2367.93 feet to the **POINT OF BEGINNING** and containing 59,630 acres of land, more or less.

Note: Bearings and distances shown hereon are NAD83, Texas North Central Zone, and coordinates shown hereon are WGS84 and all are approximate based on GIS mapping. This description does not constitute a boundary survey and is provided for reference purposes only.

Note: THIS DIGITAL COPY IS PROVIDED FOR THE INSERTION INTO LEGAL DOCUMENTS.

Tab Item 10

Description of all property not eligible to become qualified property

Two-thousand feet (2000 ft.) of road was constructed on-site in late 2015 to assist with PTC qualification as noted in Tab Item 5. The installation cost of this road was \$71,000.00. This will not become qualified property and will be excluded from the limitation.

These were not deemed taxable improvements by the Wilbarger County Appraisal District and no tax bill was delivered.

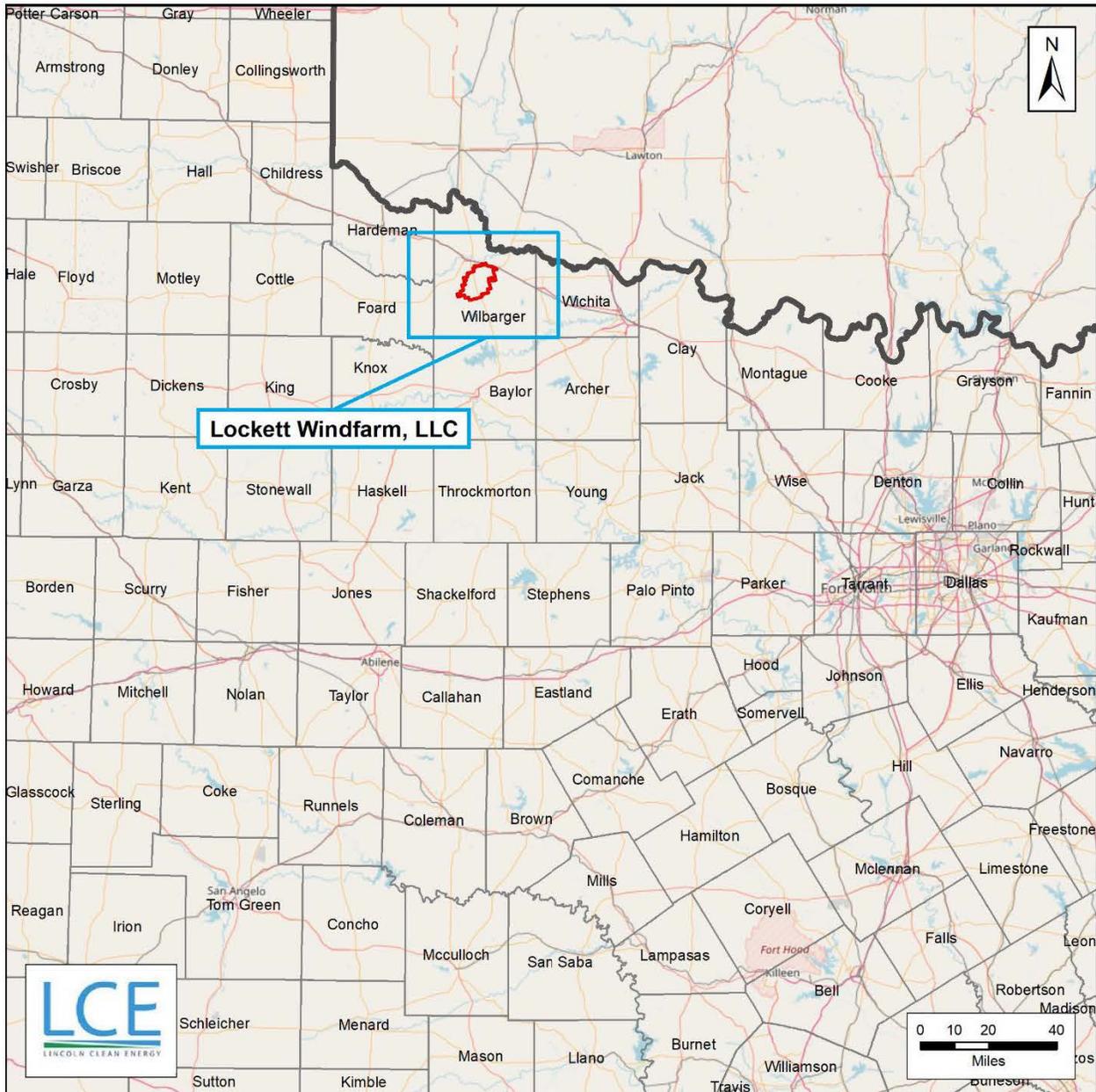
The construction occurred in Section 42, Block 14, H & TC Survey as pictured below.



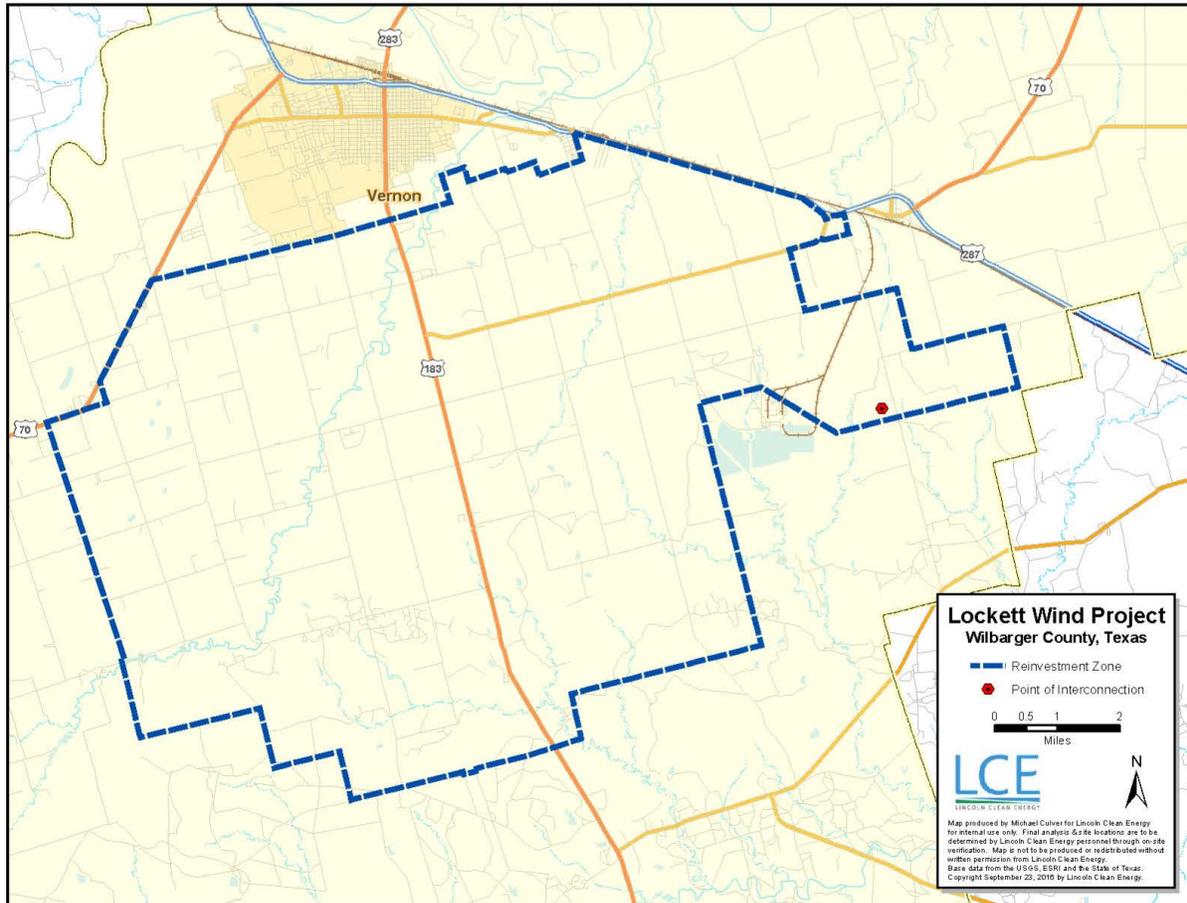
Tab Item 11

Maps

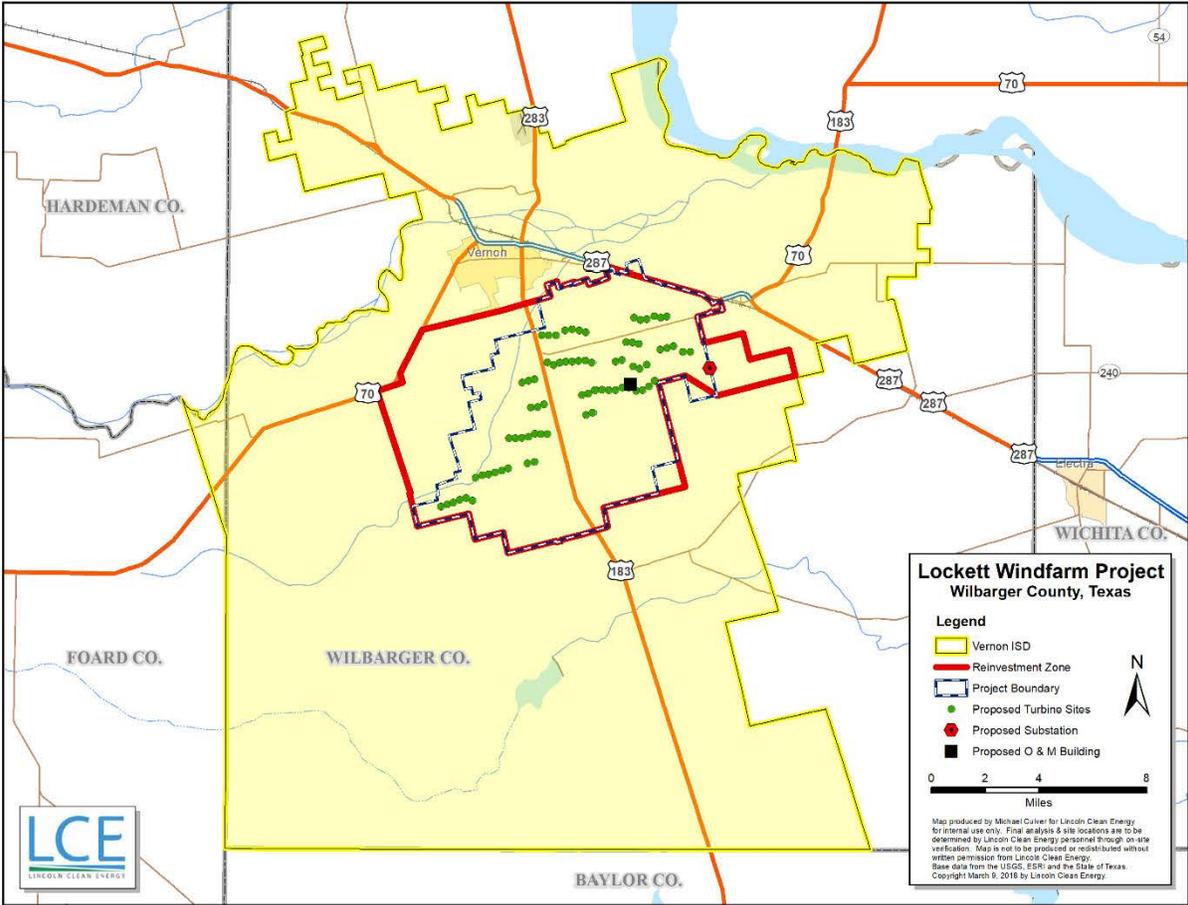
Project Vicinity:



Location of Project and Reinvestment Zone:



Location of Vernon ISD, Reinvestment Zone, Project Boundary, Qualified Investment and Qualified Property:



Tab Item 12

Request For Waiver of Job Creation Requirement

March 8, 2018

Superintendent Jeff Byrd
Vernon ISD
1713 Wilbarger Street
Vernon, TX 76384

Re: Chapter 313 Job Waiver Request

Dear Superintendent Byrd,

Please consider this letter to be Lockett Windfarm, LLC's formal request to waive the minimum new job creation requirement, as provided under Texas Tax Code 313.025(f-1).

The governing body of a school district may waive the new jobs creation requirement in Section 313.021(2)(A)(iv)(b) or 313.051(b) and approve an application if the governing body makes a finding 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 that is described in this application. Wind energy projects create a large number of full-time jobs during the construction phase, but these jobs are temporary by nature. Once the project is in operation, a small crew of full-time employees will maintain and operate the facility. Based upon our experience in the wind industry, we expect that six (6) employees would be needed to operate a 184 MW facility, and we can commit to creating six (6) full-time positions to fill those needs. All would be qualifying jobs as described in Section 313.021(3) of the Texas Tax Code.

The applicant requests that the Vernon ISD's Board of Trustees make such a finding and waive the job creation requirement. This waiver request is in line with industry standards for the job requirements for a wind energy facility of this size, as evidenced by limitation agreement applications that have been filed by other wind energy developers, and by documentation related to the development and operation of wind generation facilities.

The project stands to provide significant benefits to the community with respect to increased tax base and the ongoing royalty payments it will make to local landowners.

Kind Regards,



Charlie Smith
Senior Director of Development
Lockett Windfarm, LLC

Tab Item 13

Calculation of three possible wage requirements with TWC documentation

Average Weekly Wage for All Jobs (All Industries) in Wilbarger County

YEAR	PERIOD	AREA	OWNERSHIP	IND-CODE	INDUSTRY	AVG. WEEKLY WAGES
2016	4 th Qtr	Wilbarger Co.	Total All	10	Total, All Industries	\$718
2017	1 st Qtr	Wilbarger Co.	Total All	10	Total, All Industries	\$718
2017	2 nd Qtr	Wilbarger Co.	Total All	10	Total, All Industries	\$685
2017	3 rd Qtr	Wilbarger Co.	Total All	10	Total, All Industries	\$695
Average						\$704.00

110% of \$704.00 = \$774.40

Quarterly Employment and Wages (QCEW)

[Back](#)

D.PERIODYEAR

Page 1 of 1 (40 results/page)

Year	Period	Area	Ownership	Division	Level	Ind Code	Industry	Avg Weekly Wages
2017	1st Qtr	Wilbarger County	Total All	00	0	10	Total, all industries	\$718
2017	2nd Qtr	Wilbarger County	Total All	00	0	10	Total, all industries	\$685
2017	3rd Qtr	Wilbarger County	Total All	00	0	10	Total, all industries	\$695
2016	1st Qtr	Wilbarger County	Total All	00	0	10	Total, all industries	\$697
2016	2nd Qtr	Wilbarger County	Total All	00	0	10	Total, all industries	\$685
2016	3rd Qtr	Wilbarger County	Total All	00	0	10	Total, all industries	\$686
2016	4th Qtr	Wilbarger County	Total All	00	0	10	Total, all industries	\$718

Average Weekly Wage for Manufacturing Jobs in Wilbarger County

YEAR	PERIOD	AREA	OWNERSHIP	IND-CODE	INDUSTRY	AVG. WEEKLY WAGES
2016	4 th Qtr	Wilbarger Co.	Private	31-33	Manufacturing	\$1032
2017	1 st Qtr	Wilbarger Co.	Private	31-33	Manufacturing	\$1031
2017	2 nd Qtr	Wilbarger Co.	Private	31-33	Manufacturing	\$908
2017	3 rd Qtr	Wilbarger Co.	Private	31-33	Manufacturing	\$938
Average						\$977.25

110% of \$977.25 = \$1,074.98

Quarterly Employment and Wages (QCEW)

[Back](#)

D.PERIODYEAR

Page 1 of 1 (40 results/page)

 Year	 Period	 Area	 Ownership	 Division	 Level	 Ind Code	 Industry	 Avg Weekly Wages
2017	1st Qtr	Wilbarger County	Private	31	2	31-33	Manufacturing	\$1,031
2017	2nd Qtr	Wilbarger County	Private	31	2	31-33	Manufacturing	\$908
2017	3rd Qtr	Wilbarger County	Private	31	2	31-33	Manufacturing	\$938
2016	1st Qtr	Wilbarger County	Private	31	2	31-33	Manufacturing	\$943
2016	2nd Qtr	Wilbarger County	Private	31	2	31-33	Manufacturing	\$935
2016	3rd Qtr	Wilbarger County	Private	31	2	31-33	Manufacturing	\$952
2016	4th Qtr	Wilbarger County	Private	31	2	31-33	Manufacturing	\$1,032

Average Weekly Wage for Manufacturing Jobs in the Region

NORTEX COG Annual Wage: \$50,203

\$50,203/52 = \$965.45/week

110% of \$965.45 = \$1062.00

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.

Tab Item 14

Schedules A1, A2, B, C, and D completed and signed Economic Impact

(See enclosed Excel sheets)

Date

March 28, 2018

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

Applicant Name

Lockett Windfarm, LLC

Form 50-296A

ISD Name

Vernon ISD

Revised May 2014

PROPERTY INVESTMENT AMOUNTS								
(Estimated Investment in each year. Do not put cumulative totals.)								
	Year	School Year (YYYY-YYYY)	Tax Year (Fill in actual tax year below) YYYY	Column A New investment (original cost) in tangible personal property placed in service during this year that will become Qualified Property	Column B New investment made during this year in buildings or permanent nonremovable components of buildings that will become Qualified Property	Column C Other new investment made during this year that will <u>not</u> become Qualified Property [SEE NOTE]	Column D Other new investment made during this year that may become Qualified Property [SEE NOTE]	Column E Total Investment (Sum of Columns A+B+C+D)
Investment made before filing complete application with district				Not eligible to become Qualified Property			[The only other investment made before filing complete application with district that may become Qualified Property is land.]	
Investment made after filing complete application with district, but before final board approval of application	2018	2018-2019	2018					
Investment made after final board approval of application and before Jan. 1 of first complete tax year of qualifying time period				\$18,329,000				\$18,329,000
Complete tax years of qualifying time period	2019	2019-2020	2019	\$165,000,000	\$1,000,000			\$166,000,000
	2020	2020-2021	2020					
Total Investment through Qualifying Time Period [ENTER this row in Schedule A2]				\$183,329,000	\$1,000,000	\$0	\$0	\$184,329,000
Total Qualified Investment (sum of green cells)				Enter amounts from TOTAL row above in Schedule A2				
				\$184,329,000				

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

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

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

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

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

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

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

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

PROPERTY INVESTMENT AMOUNTS								
(Estimated Investment in each year. Do not put cumulative totals.)								
	Year	School Year (YYYY-YYYY)	Tax Year (Fill in actual tax year below) YYYY	Column A New investment (original cost) in tangible personal property placed in service during this year that will become Qualified Property	Column B New investment made during this year in buildings or permanent nonremovable components of buildings that will become Qualified Property	Column C Other investment made during this year that will not become Qualified Property [SEE NOTE]	Column D Other investment made during this year that will become Qualified Property [SEE NOTE]	Column E Total Investment (A+B+C+D)
Total Investment from Schedule A1*	--	TOTALS FROM SCHEDULE A1		\$183,329,000	\$1,000,000	\$0	\$0	\$184,329,000
Enter amounts from TOTAL row in Schedule A1 in the row below								
Each year prior to start of value limitation period** <i>Insert as many rows as necessary</i>	0	2018-2019	2018	\$18,329,000	\$0	\$0	\$0	\$18,329,000
Each year prior to start of value limitation period** <i>Insert as many rows as necessary</i>	0	2019-2020	2019	\$165,000,000	\$1,000,000	\$0	\$0	\$166,000,000
Value limitation period***	1	2020-2021	2020	\$0	\$0	\$0	\$0	\$0
	2	2021-2022	2021	\$0	\$0	\$0	\$0	\$0
	3	2022-2023	2022	\$0	\$0	\$0	\$0	\$0
	4	2023-2024	2023	\$0	\$0	\$0	\$0	\$0
	5	2024-2025	2024	\$0	\$0	\$0	\$0	\$0
	6	2025-2026	2025	\$0	\$0	\$2,000,000	\$0	\$2,000,000
	7	2026-2027	2026	\$0	\$0	\$2,000,000	\$0	\$2,000,000
	8	2027-2028	2027	\$0	\$0	\$2,000,000	\$0	\$2,000,000
	9	2028-2029	2028	\$0	\$0	\$2,000,000	\$0	\$2,000,000
	10	2029-2030	2029	\$0	\$0	\$2,000,000	\$0	\$2,000,000
Total Investment made through limitation				\$183,329,000	\$1,000,000	\$10,000,000	\$0	\$194,329,000
Continue to maintain viable presence	11	2030-2031	2030			\$3,000,000		\$3,000,000
	12	2031-2032	2031			\$3,000,000		\$3,000,000
	13	2032-2033	2032			\$3,000,000		\$3,000,000
	14	2033-2034	2033			\$3,000,000		\$3,000,000
	15	2034-2035	2034			\$3,000,000		\$3,000,000
Additional years for 25 year economic impact as required by 313.026(c)(1)	16	2035-2036	2035			\$3,000,000		\$3,000,000
	17	2036-2037	2036			\$3,000,000		\$3,000,000
	18	2037-2038	2037			\$3,000,000		\$3,000,000
	19	2038-2039	2038			\$3,000,000		\$3,000,000
	20	2039-2040	2039			\$3,000,000		\$3,000,000
	21	2040-2041	2040			\$3,000,000		\$3,000,000
	22	2041-2042	2041			\$3,000,000		\$3,000,000
	23	2042-2043	2042			\$3,000,000		\$3,000,000
	24	2043-2044	2043			\$3,000,000		\$3,000,000
	25	2044-2045	2044			\$3,000,000		\$3,000,000

* All investments made through the qualifying time period are captured and totaled on Schedule A1 [blue box] and incorporated into this schedule in the first row.

** Only investment made during deferrals of the start of the limitation (after the end of qualifying time period but before the start of the Value Limitation Period) should be included in the "year prior to start of value limitation period" row(s). If the limitation starts at the end of the qualifying time period or the qualifying

*** If your qualifying time period will overlap your value limitation period, do not also include investment made during the qualifying time period in years 1 and/or 2 of the value limitation period, depending on the overlap. Only include investments/years that were not captured on Schedule A1.

For All Columns: List amount invested each year, not cumulative totals. Only include investments in the remaining rows of Schedule A2 that were not captured on Schedule A1.

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

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

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

Column C: Dollar value of other investment that may affect economic impact and total value. Examples of other investment that will not become qualified property include investment meeting the definition of 313.021(1) but not creating a new improvement as defined by TAC 9.1051. This is proposed property that functionally

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.

Schedule B: Estimated Market And Taxable Value (of Qualified Property Only)

Date **March 28, 2018**
 Applicant Name **Lockett Windfarm, LLC**

Form 50-296A

ISD Name **Vernon ISD** Revised May 2014

	Year	School Year (YYYY-YYYY)	Tax Year (Fill in actual tax year) YYYY	Qualified Property			Estimated Taxable Value		
				Estimated Market Value of Land	Estimated Total Market Value of new buildings or other new improvements	Estimated Total Market Value of tangible personal property in the new buildings or "in or on the new improvements"	Market Value less any exemptions (such as pollution control) and before limitation	Final taxable value for I&S after all reductions	Final taxable value for M&O after all reductions
Each year prior to start of Value Limitation Period <i>Insert as many rows as necessary</i>	0	2018-2019	2018	\$0					
Each year prior to start of Value Limitation Period <i>Insert as many rows as necessary</i>	0	2019-2020	2019	\$0		\$18,329,000	\$18,329,000	\$18,329,000	\$18,329,000
Value Limitation Period	1	2020-2021	2020	\$0	\$980,000	\$179,662,420	\$180,642,420	\$180,642,420	\$30,000,000
	2	2021-2022	2021	\$0	\$921,200	\$168,882,675	\$169,803,875	\$169,803,875	\$30,000,000
	3	2022-2023	2022	\$0	\$865,928	\$158,749,714	\$159,615,642	\$159,615,642	\$30,000,000
	4	2023-2024	2023	\$0	\$813,972	\$149,224,731	\$150,038,704	\$150,038,704	\$30,000,000
	5	2024-2025	2024	\$0	\$765,134	\$140,271,248	\$141,036,382	\$141,036,382	\$30,000,000
	6	2025-2026	2025	\$0	\$719,226	\$131,854,973	\$132,574,199	\$132,574,199	\$30,000,000
	7	2026-2027	2026	\$0	\$676,072	\$123,943,674	\$124,619,747	\$124,619,747	\$30,000,000
	8	2027-2028	2027	\$0	\$635,508	\$116,507,054	\$117,142,562	\$117,142,562	\$30,000,000
	9	2028-2029	2028	\$0	\$597,378	\$109,516,631	\$110,114,008	\$110,114,008	\$30,000,000
	10	2029-2030	2029	\$0	\$561,535	\$102,945,633	\$103,507,168	\$103,507,168	\$30,000,000
Continue to maintain viable presence	11	2030-2031	2030	\$0	\$527,843	\$96,768,895	\$97,296,738	\$97,296,738	\$97,296,738
	12	2031-2032	2031	\$0	\$496,172	\$90,962,761	\$91,458,933	\$91,458,933	\$91,458,933
	13	2032-2033	2032	\$0	\$466,402	\$85,504,995	\$85,971,397	\$85,971,397	\$85,971,397
	14	2033-2034	2033	\$0	\$438,418	\$80,374,696	\$80,813,114	\$80,813,114	\$80,813,114
	15	2034-2035	2034	\$0	\$412,113	\$75,552,214	\$75,964,327	\$75,964,327	\$75,964,327
Additional years for 25 year economic impact as required by 313.026(c)(1)	16	2035-2036	2035	\$0	\$387,386	\$71,019,081	\$71,406,467	\$71,406,467	\$71,406,467
	17	2036-2037	2036	\$0	\$364,143	\$66,757,936	\$67,122,079	\$67,122,079	\$67,122,079
	18	2037-2038	2037	\$0	\$342,294	\$62,752,460	\$63,094,754	\$63,094,754	\$63,094,754
	19	2038-2039	2038	\$0	\$321,757	\$58,987,313	\$59,309,069	\$59,309,069	\$59,309,069
	20	2039-2040	2039	\$0	\$302,451	\$55,448,074	\$55,750,525	\$55,750,525	\$55,750,525
	21	2040-2041	2040	\$0	\$284,304	\$52,121,189	\$52,405,493	\$52,405,493	\$52,405,493
	22	2041-2042	2041	\$0	\$267,246	\$48,993,918	\$49,261,164	\$49,261,164	\$49,261,164
	23	2042-2043	2042	\$0	\$251,211	\$46,054,283	\$46,305,494	\$46,305,494	\$46,305,494
	24	2043-2044	2043	\$0	\$236,138	\$43,291,026	\$43,527,164	\$43,527,164	\$43,527,164
	25	2044-2045	2044	\$0	\$221,970	\$40,693,564	\$40,915,535	\$40,915,535	\$40,915,535

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

Schedule C: Employment Information
2018

Date March 28
 Applicant Name Lockett Windfarm, LLC
 ISD Name Vernon 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 Number of Construction FTE's or man-hours (specify)	Column B Average annual wage rates for construction workers	Column C Number of non-qualifying jobs applicant estimates it will create (cumulative)	Column D Number of new qualifying jobs applicant commits to create meeting all criteria of Sec. 313.021(3) (cumulative)	Column E Average annual wage of new qualifying jobs
Each year prior to start of Value Limitation Period <i>Insert as many rows as necessary</i>	0	2018-2019	2018	20 FTEs	\$40,000	0	0	
Each year prior to start of Value Limitation Period <i>Insert as many rows as necessary</i>	0	2019-2020	2019	180 FTEs	\$40,000	0	0	
Value Limitation Period <i>The qualifying time period could overlap the value limitation period.</i>	1	2020-2021	2020	N/A	N/A	0	6	\$56,000
	2	2021-2022	2021	N/A	N/A	0	6	\$56,000
	3	2022-2023	2022	N/A	N/A	0	6	\$56,000
	4	2023-2024	2023	N/A	N/A	0	6	\$56,000
	5	2024-2025	2024	N/A	N/A	0	6	\$56,000
	6	2025-2026	2025	N/A	N/A	0	6	\$56,000
	7	2026-2027	2026	N/A	N/A	0	6	\$56,000
	8	2027-2028	2027	N/A	N/A	0	6	\$56,000
	9	2028-2029	2028	N/A	N/A	0	6	\$56,000
	10	2029-2030	2029	N/A	N/A	0	6	\$56,000
Years Following Value Limitation Period	11 through 25	2030-2045	2030-2044	N/A	N/A	0	6	\$56,000

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

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

Schedule D: Other Incentives (Estimated)

Date
 Applicant Name
 ISD Name

28-Mar-18

Lockett Windfarm, LLC
 Vernon ISD

Form 50-296A
 Revised May 2014

State and Local Incentives for which the Applicant intends to apply (Estimated)						
Incentive Description	Taxing Entity (as applicable)	Beginning Year of Benefit	Duration of Benefit	Annual Tax Levy without Incentive	Annual Incentive	Annual Net Tax Levy
Tax Code Chapter 311	County:	N/A	N/A	N/A	N/A	N/A
	City:	N/A	N/A	N/A	N/A	N/A
	Other:	N/A	N/A	N/A	N/A	N/A
Tax Code Chapter 312	County: Wilbarger County	2020	10 years	\$705,660	\$387,660 (54.93%)	\$318,000
	City:	N/A	N/A	N/A	N/A	N/A
	Other:	N/A	N/A	N/A	N/A	N/A
Local Government Code Chapters 380/381	County:	N/A	N/A	N/A	N/A	N/A
	City:	N/A	N/A	N/A	N/A	N/A
	Other:	N/A	N/A	N/A	N/A	N/A
Freeport Exemptions	N/A	N/A	N/A	N/A	N/A	N/A
Non-Annexation Agreements	N/A	N/A	N/A	N/A	N/A	N/A
Enterprise Zone/Project	N/A	N/A	N/A	N/A	N/A	N/A
Economic Development Corporation	N/A	N/A	N/A		N/A	
Texas Enterprise Fund	N/A	N/A	N/A		N/A	
Employee Recruitment	N/A	N/A	N/A		N/A	
Skills Development Fund	N/A	N/A	N/A		N/A	
Training Facility Space and Equipment	N/A	N/A	N/A		N/A	
Infrastructure Incentives	N/A	N/A	N/A		N/A	
Permitting Assistance	N/A	N/A	N/A		N/A	
Other:	N/A	N/A	N/A		N/A	
Other:	N/A	N/A	N/A		N/A	
Other:	N/A	N/A	N/A		N/A	
Other:	N/A	N/A	N/A		N/A	
TOTAL				\$705,660	\$387,660	\$318,000

Additional information on incentives for this project:

Tab Item 15

Economic Impact Analysis

Not applicable.

Tab Item 16

Description of Reinvestment Zone

(see enclosed)

DEC 12 2016

**RESOLUTION AND ORDER DESIGNATING THE
LOCKETT WINDFARM REINVESTMENT ZONE
IN THE JURISDICTION OF WILBARGER COUNTY, TEXAS**

By Jana Kennon Deputy

STATE OF TEXAS }
 }
COUNTY OF WILBARGER }

WHEREAS, the Commissioners Court of Wilbarger County, Texas (the "County") has elected to become eligible to participate in tax abatement agreements under the provisions of the Texas Property Redevelopment and Tax Abatement Act (Chapter 312 of the Texas Tax Code) (the "Act"); and,

WHEREAS, the County has adopted guidelines and criteria governing tax abatement agreements in a resolution dated on or about April 27, 2015 (the "Guidelines and Criteria"); and,

WHEREAS, a public hearing is required by Chapter 312 of the Texas Tax Code prior to approval of a reinvestment zone; and

WHEREAS, the County (a) timely published or posted all applicable notices of public hearing regarding the designation of the real estate described in the attached Exhibit A as a reinvestment zone for tax abatement purposes, and (b) timely notified all applicable presiding officers of the governing body of each taxing unit that includes in its boundaries real property that may be included in the proposed reinvestment zone;

WHEREAS, the improvements proposed by Electra Wind, LLC are feasible and of benefit to the reinvestment zone after expiration of an abatement agreement; and

WHEREAS, the property described on Exhibit A meets the criteria established in the Guidelines and Criteria for a reinvestment zone; and

WHEREAS, the designation of the reinvestment zone would contribute to the retention or expansion of primary employment or would attract major investment in the reinvestment zone that would be of benefit to the property described on Exhibit A and would contribute to the economic development of the County; and

WHEREAS, all interested members of the public were given an opportunity to make comment at the public hearing.

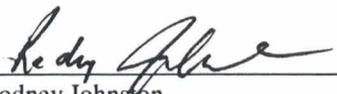
NOW, THEREFORE, BE IT ORDERED, by the Commissioners Court of Wilbarger County, that:

1. The County hereby designates the property located in Wilbarger County, Texas, having the property description in Exhibit A attached to this Order as a reinvestment zone under the County's Guidelines and Criteria, having determined that (a) the property described on Exhibit A meets the criteria established in the Guidelines and Criteria, and (b) the designation of such reinvestment zone would contribute to the retention or expansion of primary employment or would attract major investment in the reinvestment zone that would be of benefit to the property described on Exhibit A and that would contribute to the economic development of the County.
2. The reinvestment zone created by this Order to include the real property described in Exhibit A shall be known as the "Lockett Windfam Reinvestment Zone."

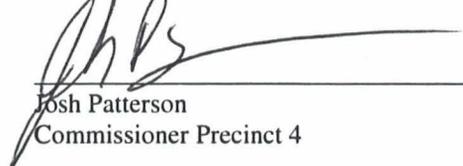
The foregoing Resolution was lawfully moved by Phillip Graf, duly seconded by Rodney Johnston, and duly adopted by the Wilbarger County Commissioner's Court, the 6th day of December 2016.


GREG TYRA
County Judge

Abstaine
Richard Jacobs
Commissioner Precinct 1


Rodney Johnston
Commissioner Precinct 3


Phillip Graf
Commissioner Precinct 2


Josh Patterson
Commissioner Precinct 4

ATTEST:

Print Name: Jana Kennon
Wilbarger County Clerk

Exhibit A

Property Included in the Reinvestment Zone

The Lockett Windfarm Reinvestment Zone includes the following real property, which property is also depicted on a map included as the last page of this Exhibit A:

John F. Watson & Company

PROFESSIONAL LAND SURVEYORS & PLANNERS

200 N. Loraine, Suite 220, Midland, Texas 79701, (432) 520-2400, Fax (432) 520-2404

Texas Firm # 101173-00

www.windearthwater.com

LOCKETT WIND PROJECT – REINVESTMENT ZONE-59,630 acres

LEGAL DESCRIPTION: BEING APPROXIMATELY 59,630 ACRES OF LAND AND BEING ALL OF AND ANY PORTIONS OF SECTIONS:120, A-636, 114, A-649, A-637, A-694, 94, A-691, 89, A-298, 90, A-855, 73, A-290, 74, A-917, 113, A-448, 95, A-433, 88, A-516, 75, A-291, 72, A-764, 74, A-765, 59, A-283, 43, A-293, 44, A-997, 30, A-1992, A-699, 31, A-382, 31K, A-2060, 42, A-1495, A-1155, A-701, 45, A-277, 56, A-813, 60, A-1551, 71, A-289, 76, A-685, A-1041, 87, A-297, 96, A-1801, A-1933, 112, A-1620, AA-2101, A-2031, A-2032, A-1521, A-2102, A-2098, A-1519, 111, A-447, 97, A-440, 86, A-611, 77, A-292, 70, A-852, 61, A-284, 55, A-282, 46, A-1400, A-803, 41, A-387, 32, A-700, A-1384, 25, A-379, 16, A-719, 14, A-896, 17, A-375, 24, A-685, 33, A-383, 47, A-278, 54, A-1987, A-1988, A-714, A-1467, 62, A-1642, 69, A-288, 78, A-725, A-748, 85, A-296, 98, A-1166, A-1168, 110, A-1723, A-984, A-985, 109, A-446, 99, A-441, 84, A-790, A-383, A-1686, 79, A-293, 68, A-1853, A-1720, 63, A-285, 53, A-281, 48, A-721, 49, A-279, 52, A-675, 64, A-1591, 67, A-287, 80, A-708, A-904, 83, A-295, 100, A-1120, A-1828, A-1766, 103, A-443, 104, A-800, 108, A-1668, 102, A-1737, A-1659, 101, A-442, 82, A-1683, A-1066, A-1843, 81, A-254, 66, A-1021, A-927, A-1664, 65, A-286, 51, A-280, 50, A-1916, A-1437, BLOCK 14, H & TC RR. COMPANY SURVEY, 28, A-1835, A-1667, 29, A-532, 30, A-1612, A-1925, A-1884 J. POITEVENT SURVEY, 3, BLOCK 3, WA MCKINNEY SURVEY, A-998, 2J, A-1315, 1, A-1223, DAY LAND AND CATTLE COMPANY SURVEY, 19, A-12, 21, A-13, 22, A-1817, 23, A-11, BEATY, SEALE AND FORWOOD SURVEY, 20, A-2066, STATE LAND, H & TC RR. COMPANY SURVEY, 27, A-223, 28, A-768, 29, A-224, 30, A-799, A-1705, 31, A-226, 32, A-2030, A-1819, A-1820, 33, A-227, 34, A-774, 35, A-228, 36, A-2041, BLOCK 9, H & TC RR. COMPANY SURVEY, 2, A-1074, 3, A-1075, 5, A-1076, WW DUPY & LF ROBERTS SURVEY, 1, A-583, 2, A-1206, 1906, 5, 2010, MARTHA SPIKES SURVEY, 5, A-991, OLLEY A LINDSEY SURVEY, 9, A-154, 10, A-716, A-651, 11, A-155, 12, A-620, 64, A-601, A-662, 65, A-176, 66, A-1488, A-908, A-864, 67, A-175, 68, A-614, BLOCK 12, H & TC RR. COMPANY SURVEY, SECTION 2, A-1732, GC & SF RR. CO SURVEY LYING IN AND BEING SITUATED OUT OF WILBARGER COUNTY, TEXAS: SAID 59,630 ACRE TRACT BEING GENERALLY DESCRIBED AS FOLLOWS:

BEGINNING at a point at or near the approximate intersection of the U.S. Highway 287 and the north line of said Section 12 for the approximate northeast corner of the Eastview Memorial Cemetery and the most northerly northeast corner hereof and having an approximate Latitude and Longitude of N 34.14887° and W 99.23141°;

THENCE generally along said U.S. Highway 287 the following 3 courses:

1. South 73°47'44" East a distance of 20010.29 feet said U.S. Highway 287 to a point for an angle point hereof and having an approximate Latitude and Longitude of N 34.13387°, W 99.16779°;
2. South 52°17'39" East a distance of 2266.03 feet to a point for an angle point hereof;
3. South 22°53'44" East a distance of 426.37 feet to a point in the approximate intersection of said U.S. Highway 287 and F.M. Highway 433 for an angle point hereof;

THENCE leaving said F.M. Highway 433 crossing said Section 30 of said Block 14 generally along King Street the following 6 courses:

1. North 83°43'01" East a distance of 157.53 feet to a point for an angle point hereof;
2. North 52°00'31" East a distance of 346.90 feet to a point for an angle point hereof;
3. North 75°49'17" East a distance of 308.68 feet to a point for an angle point hereof;
4. North 89°45'08" East a distance of 339.74 feet to a point for an angle point hereof;
5. North 78°20'08" East a distance of 331.14 feet to a point for an angle point hereof;
6. North 71°21'03" East a distance of 159.45 feet to a point in the approximate west line of Section 29, A-381 of said Block 14 for a corner hereof and having an approximate Latitude and Longitude of N 34.13022°, W 99.15619°;

THENCE South 13°27'34" East a distance of 1772.40 feet along the approximate common line of said Sections 29 and 30 of said Block 14 to a point in the approximate north line of Section 26 of said Block 14 at or near the approximate common corner of said Sections 29 and 30 of said Block 14 for a corner hereof;

THENCE South 77°38'44" West a distance of 2176.12 feet along the north line of said Section 26 an existing unnamed road and F.M. Highway 2897 to a point for an angle point hereof;

THENCE generally along F.M. Highway 2897 the following the following 2 courses:

1. North 66°55'21" West a distance of 169.09 feet to a point for an angle point hereof;
2. North 51°36'16" West a distance of 113.43 feet to a point at the approximate intersection of F.M. Highway 2897 and F.M. Highway 433 for an angle point hereof;

THENCE generally along said F.M. Highway 433 the following 4 courses:

1. South 72°43'14" West a distance of 123.91 feet to a point for an angle point hereof;
2. South 47°07'29" West a distance of 368.21 feet to a point for an angle point hereof;
3. South 66°34'27" West a distance of 226.55 feet to a point for an angle point hereof;

4. South 74°41'55" West a distance of 2118.51 feet to a point at or near the common corner of said Section 26 of said Block 14 and said Section 31 of said Block 14 for a corner hereof and having an approximate Latitude and Longitude of N 34.12193°, W 99.17131°;

THENCE South 14°07'43" East a distance of 5319.95 feet along the common line of said Section 26 and said Section 31 to a point in County Road 132E at or near the approximate common corner of said Sections 25, 31, 32 and 26 of said Block 14 for a corner hereof and having an approximate Latitude and Longitude of N 34.10777°, W 99.16692°;

THENCE generally along County Road 132E the following 2 courses:

1. North 76°24'53" East a distance of 5281.80 feet along the approximate common line of said Sections 26 and 25 to a point at or near the approximate common corner of Section 27, A-380 of said Block 14 and said Sections 16, 25 and 26 for an angle point hereof;
2. North 76°46'07" East a distance of 2654.76 feet along the approximate common line of said Section 28, A-1727 of said Block 14 and said Sections 27 and 16 to a point for a corner hereof and having an approximate Latitude and Longitude of N 34.11298°, W 99.14146°;

THENCE South 13°57'00" East a distance of 5294.57 feet crossing said Section 16 to a point in County Road 134E at or near the approximate common line of said Section 16 and said Section 17 for a corner hereof;

THENCE generally along County Road 134E the following 2 courses:

1. North 76°14'05" East a distance of 2639.66 feet along said approximate common line to a point at or near the approximate common corner of Section 15, A-374 of said Block 14 and said Sections 14, 17 and 16 for an angle point hereof;
2. North 76°05'41" East a distance of 5279.79 feet along the approximate common line of said Section 15 and said Section 14 to a point at or near the approximate common corner of Section 6, A-2056 of said Block 14, Section 7, A-370 of said Block 14 and said Sections 14 and 15 for a corner hereof and having an approximate Latitude and Longitude of N 34.10422°, W 99.11178°;

THENCE South 13°54'43" East a distance of 5292.79 feet along the approximate common line of said Section 7 and said Section 14 to a point at or near the approximate common corner of said Section 7, Section 8, A-697 of said Block 14, Section 13, A-373 of said Block 14 and said Section 14 for a corner hereof and having an approximate Latitude and Longitude of N 34.09013°, W 99.10748°;

THENCE South 76°12'43" West a distance of 5268.09 feet along the approximate common line of said Sections 13 and 14 to a point at or near the common corner of said Section 13, Section 18, A-1724 of said Block 14 and said Sections 17 and 14 for an angle point hereof;

THENCE South 76°12'43" West a distance of 5291.12 feet along the approximate common line of said Sections 17 and 18 to a point at or near the approximate common corner of said Section 18, Section 23, A-378 of said Block 14 and said Sections 24 and 17 for an angle point hereof;

THENCE South 75°58'46" West a distance of 5278.55 feet along the approximate common line of said Sections 23 and 24 to a point at or near the approximate common corner of said Section 23, Section 34, A-744 of said Block 14 and said Sections 33 and 24 for a corner hereof and having an approximate Latitude and Longitude of N 34.07944°, W 99.15818°;

THENCE North 58°30'09" West a distance of 7415.38 feet crossing said Section 33 to a point at or near the approximate common corner of Section 40, A-1608 of said Block 14 and said Sections 41, 32 and 33 for a corner hereof;

THENCE South 75°46'43" West a distance of 5364.17 feet along the approximate common line of said Sections 40 and 41 to a point at or near the approximate common corner of said Sections 47, 46, 41 and 40 for a corner hereof and having an approximate Latitude and Longitude of N 34.08626°, W 99.19629°;

THENCE South 14°02'48" East a distance of 21101.96 feet along the approximate east lines of said Sections 47, 48, 49 and 50 to a point in the approximate north line of Section 3, A-477, H & GN RR. Company Survey and the approximate south line of said Block 14 at or near the approximate common corner Section 37, A-385 of said Block 14 and said Section 50 for the southeast corner hereof and having an approximate Latitude and Longitude of N 34.03011°, W 99.17893°;

THENCE South 75°57'53" West a distance of 16544.42 feet along the approximate south line of said Block 14 to a point at or near the approximate common corner of Section 1, A-476, H. & G.N. RR. Co. Survey and said Section 30 of said J. Poitevent Survey for a corner hereof and having an approximate Latitude and Longitude of N 34.01879°, W 99.23181°;

THENCE South 12°07'09" East a distance of 3870.03 feet to a point in the north line of Section 49, Block 2, H.&T.C. RR. Co. Survey, A-244 for a corner hereof and having an approximate Latitude and Longitude of N 34.00841°, W 99.22905°;

THENCE along the approximate common line of said Section 49 of said Block 2 and said Section 30 of said J. Poitevent Survey the following 2 courses:

1. South 72°30'31" West a distance of 3327.65 feet to a point for an angle point hereof;
2. South 72°53'35" West a distance of 1755.98 feet to a point at or near the approximate common corner of said Section 49 of said Block 2, Section 50 of said Block 2 and said Section 2, A-1732 for an angle point hereof;

THENCE South 76°58'19" West a distance of 1949.01 feet along the approximate common line of said Section 30 of said J. Poitevent Survey and said Section 2, A-1732 to a point at or near the approximate common corner of said Section 30 and said Section 29 of said J. Poitevent Survey for an angle point hererof;

THENCE South 75°54'25" West a distance of 2329.72 feet along the approximate common line of said Section 29 of said J. Poitevent Survey and said Section 2, A-1732 to a point for a corner

hereof;

THENCE crossing said Section 2, A-1732 the following 3 courses:

1. South $13^{\circ}38'55''$ East a distance of 216.68 feet to a point for a corner hereof and having an approximate Latitude and Longitude of N 34.00072° , W 99.25854° ;
2. South $75^{\circ}07'20''$ West a distance of 991.45 feet to a point for a corner hereof;
3. North $17^{\circ}39'32''$ West a distance of 230.70 feet to a point in the approximate common line of said Section 29 of said J. Poitevent Survey and said Section 2, A-1732 for a corner hereof;

THENCE South $76^{\circ}13'14''$ West a distance of 9724.23 feet along the approximate common line of said Sections 29 and 28 of said J. Poitevent Survey and said Section 2, A-1732 to a point at or near the approximate common corner of Section 27 of said J. Poitevent Survey, A-531 and said Section 28 of said J. Poitevent Survey for a corner hereof and having an approximate Latitude and Longitude of N 33.99405° , W 99.29303° ;

THENCE North $13^{\circ}22'01''$ West a distance of 4212.53 feet along the approximate common line of said Sections 27 and 28 of said J. Poitevent Survey to a point in the approximate south line of said Section 101 of said Block 14 for the approximate corner of said Sections 27 and 28 and a corner hereof;

THENCE South $76^{\circ}03'22''$ West a distance of 5659.16 feet along the approximate common line of said Section 27 of said J. Poitevent Survey and said Sections 101 and 102 of said Block 14 to a point at or near the approximate common corner of Section 105, A-444 of said Block 14 and said Section 102 for a corner hereof and having an approximate Latitude and Longitude of N 34.00143° , W 99.31443° ;

THENCE North $13^{\circ}30'25''$ West a distance of 5190.13 feet along the approximate common line of said Sections 102 and 105 to a point at or near the approximate common corner of said Sections 105, 104, 103 and 102 for a corner hereof;

THENCE South $76^{\circ}25'59''$ West a distance of 10387.83 feet along the approximate common line of said Sections 104, 105, 108 and Section 107, A-445 of said Block 14 to a point for the most westerly southwest corner hereof and having an approximate Latitude and Longitude of 34.00835° , W 99.35182° ;

THENCE North $13^{\circ}19'05''$ West a distance of 6648.44 feet crossing said Sections 108, 3, A-998 and 2J to a point in County Road 138W and the approximate common line of said Section 2J and Section 19, A-219 of said Block 9 for a corner hereof;

THENCE North $71^{\circ}58'28''$ East a distance of 274.07 feet generally along said County Road 138W and said common line to a point in the apparent intersection of said County Road 138W and County Road 85S at or near the common corner of said Section 19 and said Section 30, A-799 for a corner hereof;

THENCE North $17^{\circ}54'06''$ West a distance of 21117.39 feet generally along said County Road

85S to a point in the apparent intersection of said County Road 85S and U.S. Highway 70 at or near the common corner of Section 22, A-938, Section 23, A-221, Section 26, A-1744 and said Section 27, A-223, all in said Block 9 for the most westerly northwest corner hereof and having an approximate Latitude and Longitude of N 34.08140°, W 99.37816°;

THENCE North 71°42'46" East a distance of 5308.87 feet generally along said U.S. Highway and said F.M. Highway 433 to a point in the apparent intersection of County Road 89 and said F.M Highway 433 at or near the common corner of said Sections 26, 35, 34 and 27 of said Block 9 for a corner hereof;

THENCE North 17°49'59" West a distance of 1821.97 feet generally along said County Road 89 to a point in the apparent intersection of said County Road 89 and said U.S. Highway 70 for a corner hereof;

THENCE North 27°16'46" East a distance of 9632.90 feet generally along said U.S. Highway 70 to a point in the approximate east line of said Section 120 at or near the apparent intersection of U.S. Highway 70 and County Road 126W and the approximate common corner of Section 25, A-9, Beaty, Seale and Forwood Survey and said Section 114 for the most northerly northwest corner hereof and having an approximate Latitude and Longitude of N 34.11447°, W 99.34910°;

THENCE North 76°40'02" East a distance of 15843.68 feet generally along said County Road 126 W to a point at or near the approximate northeast corner of said Section 89 and approximate interior corner of said Section 90 for an angle point hereof;

THENCE North 74°00'24" East a distance of 10198.22 feet crossing said Sections 90, 73, 2_A-1074 and 64 of said Block 12 to a point in the approximate west line of said Section 65 of said Block 12 at or near the common corner of said Section 64 of said Block 12 and said Section 1, A-583 for a corner hereof;

THENCE North 17°40'27" West a distance of 2379.61 feet generally along the approximate common line of said Sections 64 and 65 of said Block 12 to a point for a corner hereof and having an approximate Latitude and Longitude of N 34.13897°, W 99.26839°;

THENCE crossing said Section 65 of said Block 12 the following 3 courses

1. North 71°21'19" East a distance of 2069.41 feet to a point in Summerour Road for a corner hereof;
2. South 14°57'47" East a distance of 1198.90 feet generally along said Summerour Road to a point for a corner hereof;
3. North 71°22'37" East a distance of 3252.75 feet continuing along the approximate common line of Section 15, A-157 of said Block 12 and said Section 65 of said Block 12 to a point in the approximate west line of Section 14, A-1170 of said Block 12 and a corner hereof;

THENCE South 19°41'06" East a distance of 327.71 feet along the approximate common line of said Sections 65 & 14 of said Block 12 to a point at or near the approximate common corner of said Sections 14 and 66 of said Block 12 for a corner hereof;

THENCE North 70°29'35" East a distance of 2546.42 feet along the approximate common line of said Sections 14 and 66 of said Block 12 to a point in the approximate west line of Section 13, A-156 of said Block 12 at or near the approximate common corner of said Sections 14 and 66 of said Block 12 for a corner hereof;

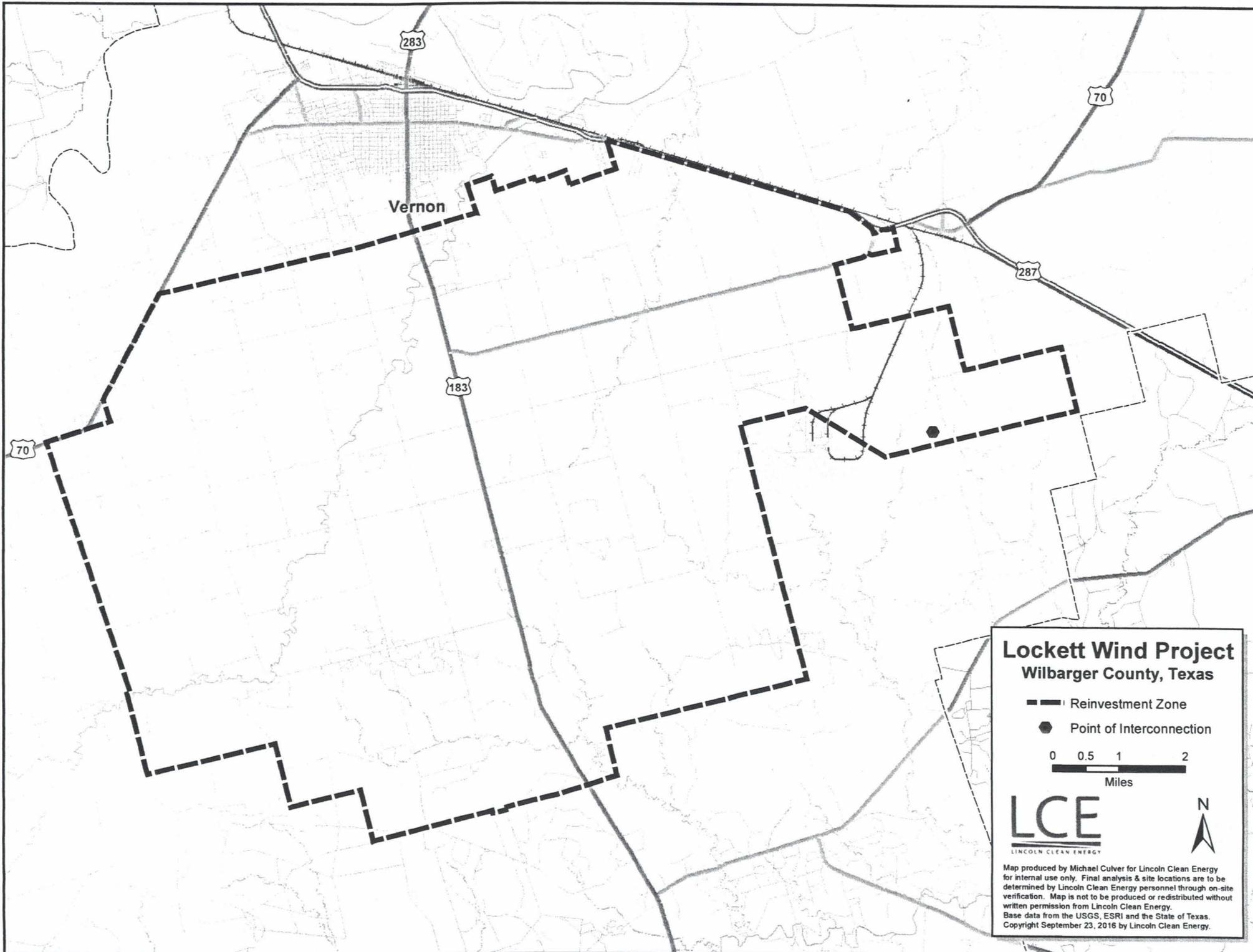
THENCE South 18°30'12" East a distance of 1159.48 feet along the approximate common line of said Sections 13 and 66 of said Block 12 to a point at or near the common corner of Sections 13 and 66 of said Block 12 for a corner hereof;

THENCE North 70°53'57" East a distance of 3862.73 feet along the approximate common line of said Sections 13 and 66 of said Block 12 to a point for the approximate southeast corner of said Eastview Memorial Cemetery and a corner hereof;

THENCE North 16°22'11" West a distance of 2367.93 feet to the **POINT OF BEGINNING** and containing 59,630 acres of land, more or less.

Note: Bearings and distances shown hereon are NAD83, Texas North Central Zone, and coordinates shown hereon are WGS84 and all are approximate based on GIS mapping. This description does not constitute a boundary survey and is provided for reference purposes only.

Note: THIS DIGITAL COPY IS PROVIDED FOR THE INSERTION INTO LEGAL DOCUMENTS.



Vernon

283

70

287

183

70

Lockett Wind Project Wilbarger County, Texas

- Reinvestment Zone
- Point of Interconnection



Map produced by Michael Culver for Lincoln Clean Energy for internal use only. Final analysis & site locations are to be determined by Lincoln Clean Energy personnel through on-site verification. Map is not to be produced or redistributed without written permission from Lincoln Clean Energy. Base data from the USGS, ESRI and the State of Texas. Copyright September 23, 2016 by Lincoln Clean Energy.

Tab Item 17

Signature Pages

(see enclosed)

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 → Jeff Byrd _____ Title Superintendent _____
Print Name (Authorized School District Representative)

sign here → Jeff Byrd _____ Date 3-28-18 _____
Signature (Authorized School District Representative)

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 → Philip Mame _____ Title Vice President _____
Print Name (Authorized Company Representative (Applicant))

sign here → Philip Mame _____ Date 3/20/18 _____
Signature (Authorized Company Representative (Applicant))

GIVEN under my hand and seal of office this, the

20 day of March, 2018
Paula Darline Ostroot
Notary Public in and for the State of Texas
 My Commission expires: 5/11/19



(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.