

O'HANLON, DEMERATH & CASTILLO

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July 9, 2018

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

RE: Application to the Benjamin Independent School District from TG East Wind Project LLC

To the Local Government Assistance & Economic Analysis Division:

By copy of this letter transmitting the application for review to the Comptroller's Office, the Benjamin Independent School District is notifying TG East Wind Project LLC of its intent to consider the application for appraised value limitation on qualified property should a positive certificate be issued by the Comptroller. The Applicant submitted the Application to the school district on June 11, 2018. The Board voted to accept the application on June 11, 2018. The application has been determined complete as of July 9, 2018. The Applicant has provided the schedules in both electronic format and paper copies. The electronic copy is identical to the hard copy that will be hand delivered.

A copy of the application will be submitted to the Knox County Appraisal District.

Sincerely,



Kevin O'Hanlon
School District Consultant

Cc: Knox County Appraisal District
TG East Wind Project LLC

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*
17	Signature and Certification page, signed and dated by Authorized School District Representative and Authorized Company Representative <i>(applicant)</i>

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

06/11/2018
Date Application Received by District

Olivia
First Name

Del Hierro Gloria
Last Name

Superintendent
Title

Benjamin ISD
School District Name

300 W. Hays St.
Street Address

P.O. Box 166
Mailing Address

Benjamin
City

TX
State

79505
ZIP

940-459-2231
Phone Number

940-459-2007
Fax Number

N/A
Mobile Number (optional)

olivia.gloria@esc9.net
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)

Chris	Grammer
First Name	Last Name
Consultant	
Title	
Moak, Casey & Associates	
Firm Name	
512-485-7878	512-485-7888
Phone Number	Fax Number
N/A	cgrammer@moakcasey.com
Mobile Number (optional)	Email Address

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

Donald	Curry	
First Name	Last Name	
President - Taaleri USA	Taaleri USA	
Title	Organization	
3501 Washington Dr.		
Street Address		
Same		
Mailing Address		
Frisco	TX	75034
City	State	ZIP
212-321-0617	N/A	
Phone Number	Fax Number	
N/A	don.curry@taaleri.com	
Mobile Number (optional)	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.

Taamir	Fareed	
First Name	Last Name	
Head of Development	Taaleri Energia	
Title	Organization	
3501 Washington Dr.		
Street Address		
Same		
Mailing Address		
Frisco	TX	75034
City	State	ZIP
	N/A	
Phone Number	Fax Number	
N/A	taamir.fareed@taaleri.com	
Mobile Number (optional)	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)

N/A	N/A
First Name	Last Name
N/A	
Title	
N/A	
Firm Name	
N/A	N/A
Phone Number	Fax Number
N/A	
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? TG East Wind Project LLC
2. List the Texas Taxpayer I.D. number of entity subject to Tax Code, Chapter 171 (11 digits) 32065148002
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
N/A

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**)

N/A

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 checked="" type="checkbox"/> Land has no existing improvements	<input 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 December 2018
 - 2. Commencement of construction February 2019
 - 3. Beginning of qualifying time period 2019
 - 4. First year of limitation 2020
 - 5. Begin hiring new employees January 2020
 - 6. Commencement of commercial operations February 2020
 - 7. Do you propose to construct a new building or to erect or affix a new improvement after your application review start date (date your application is finally determined to be complete)? Yes No
- Note:** Improvements made before that time may not be considered qualified property.
- 8. When do you anticipate the new buildings or improvements will be placed in service? December 2019

SECTION 10: The Property

- 1. Identify county or counties in which the proposed project will be located Knox County, 100%
- 2. Identify Central Appraisal District (CAD) that will be responsible for appraising the property Knox County CAD
- 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: <u>Knox, .73031, 100%</u> <small>(Name, tax rate and percent of project)</small>	City: <u>N/A</u> <small>(Name, tax rate and percent of project)</small>
Hospital District: <u>Hospital District, .36723, 100%</u> <small>(Name, tax rate and percent of project)</small>	Water District: <u>Water District, .10, 100%</u> <small>(Name, tax rate and percent of project)</small>
Other (describe): <u>Drainage, .060109, 100%</u> <small>(Name, tax rate and percent of project)</small>	Other (describe): <u>N/A</u> <small>(Name, tax rate and percent of project)</small>
- 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? 10,000,000.00
 - 2. What is the amount of appraised value limitation for which you are applying? 20,000,000.00
- Note:** The property value limitation amount is based on property values available at the time of application and may change prior to the execution of any final agreement.
- 3. Does the qualified investment meet the requirements of Tax Code §313.021(1)? Yes No
 - 4. Attach a description of the qualified investment [See §313.021(1).] The description must include:
 - a. a specific and detailed description of the qualified investment you propose to make on the property for which you are requesting an appraised value limitation as defined by Tax Code §313.021 (**Tab 7**);
 - b. a description of any new buildings, proposed new improvements or personal property which you intend to include as part of your minimum qualified investment (**Tab 7**); and
 - c. a detailed map of the qualified investment showing location of tangible personal property to be placed in service during the qualifying time period and buildings to be constructed during the qualifying time period, with vicinity map (**Tab 11**).
 - 5. Do you intend to make at least the minimum qualified investment required by Tax Code §313.023 (or §313.053 for Subchapter C school districts) for the relevant school district category during the qualifying time period? Yes No

SECTION 12: Qualified Property

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

2. Is the land upon which the new buildings or new improvements will be built part of the qualified property described by §313.021(2)(A)? Yes No
 - 2a. If yes, attach complete documentation including:
 - a. legal description of the land (Tab 9);
 - b. each existing appraisal parcel number of the land on which the new improvements will be constructed, regardless of whether or not all of the land described in the current parcel will become qualified property (Tab 9);
 - c. owner (Tab 9);
 - d. the current taxable value of the land. Attach estimate if land is part of larger parcel (Tab 9); and
 - e. a detailed map showing the location of the land with vicinity map (Tab 11).

3. Is the land on which you propose new construction or new improvements currently located in an area designated as a reinvestment zone under Tax Code Chapter 311 or 312 or as an enterprise zone under Government Code Chapter 2303? Yes No
 - 3a. If yes, attach the applicable supporting documentation:
 - a. evidence that the area qualifies as a enterprise zone as defined by the Governor's Office (Tab 16);
 - b. legal description of reinvestment zone (Tab 16);
 - c. order, resolution or ordinance establishing the reinvestment zone (Tab 16);
 - d. guidelines and criteria for creating the zone (Tab 16); and
 - e. a map of the reinvestment zone or enterprise zone boundaries with vicinity map (Tab 11)
 - 3b. If no, submit detailed description of proposed reinvestment zone or enterprise zone with a map indicating the boundaries of the zone on which you propose new construction or new improvements to the Comptroller's office within 30 days of the application date. What is the anticipated date on which you will submit final proof of a reinvestment zone or enterprise zone? N/A

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 2018
(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? 3

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 757.50
 - b. 110% of the average weekly wage for manufacturing jobs in the county is 0
 - c. 110% of the average weekly wage for manufacturing jobs in the region is 893.58

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? 46466.20

10. What is the annual wage you are committing to pay for each of the new qualifying jobs you create on the qualified property? 47000

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**.

Attachment 2

***Proof of Payment of Application
Fee***

Please find on the attached page, a copy of the check for \$75,000 application fee to Benjamin Independent School District.

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

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

*(Page Inserted by Office of Texas Comptroller of
Public Accounts)*

Attachment 3

Documentation of Combined Group membership under Texas Tax Code 171.0001(7), history of tax default, delinquencies and/or material litigation (if applicable).

Not Applicable

Attachment 4

Detailed description of the project.

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.

TG East Wind Project, LLC ("TG East") (the "Project") is a special purpose entity formed to facilitate the development and commercialization of a utility-scale wind energy project initiated by Northrenew Energy ("Northrenew") in conjunction with Taaleri Energia North America ("Taaleri"). Northrenew Energy, the original developer of TG East, is in the business of initiating and developing plants generating electricity from renewable energy projects.

TG East has evolved as a subset of the original "Truscott Gilliland" project which covered approximately 26,000 acres in Knox County, Texas. TG East is a separately held, wholly owned project known only under the TG East Wind Project name.

TG East Wind Project, LLC is requesting an appraised value limitation from Benjamin ISD for a proposed wind energy project using wind turbines, operational structures, and a transmission line located in Knox County. The wind farm and its associated infrastructure will be constructed within a Reinvestment Zone established by Knox County, Texas. A map showing the location of the wind farm is included as Attachment 11a. The wind farm will have an estimated capacity of 278 megawatts ("MW"). To construct the wind farm, TG East Wind Project, LLC will install 68 wind turbines all within Benjamin ISD that will have an estimated rated capacity of between 2.0 and 4.0 MW. In addition to the wind turbines, roads will be constructed and improved as necessary along with transmission lines. A collection substation and associated infrastructure will be installed to permit the interconnection and transmission of electricity generated by the wind turbines and an operations and maintenance building will be erected along with necessary utilities required for operations.

Construction of the wind farm is proposed to begin in February of 2019 and is expected to take approximately 12 months to complete, with an estimated commercial operations date by February 28th, 2020, contingent upon favorable economics for the project. The ERCOT IGNR number for the facility is 19INR0052.

**NOTE*—The maps shown in Tab 11 may provide indicative locations for turbines, O&M Facilities, collection systems, transmission lines, and associated substations. The final location of these improvements is currently under review and should be considered in draft form. The final placement will be dependent upon ongoing review and studies of the site.

Attachment 5

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

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.

While the wind regime for the TG East Wind Project, LLC is very good, there are currently many favorable locations for wind projects that could be developed across the US. TG East Wind Project, LLC has modeled its economics with an expectation that it will have a Limitation of Appraised Value Agreement with Benjamin ISD. Investors are looking for wind projects across the US and can locate projects in a wide variety of locations. Should TG East Wind Project, LLC be unable to develop a competitive project in Texas that is able to generate sufficient returns, these investors may deploy their investments elsewhere.

Wind farms are operating and under development in many states throughout the country. According to the American Wind Energy Association (“AWEA”) there are now 89,077 MW of installed wind capacity in the United States and over 54,000 wind turbines. At the beginning of 2017 there has been more U.S. wind power under development than ever in history with more than 13,332 MW that are currently under construction.

When completed, these projects will generate enough electricity annually to power millions of households. A graphic provided by AWEA in its market report demonstrates the national geographic diversity of successfully completed projects.



Clearly wind projects are abundant and the Applicant can locate the Project in a wide variety of locations across the United States should it be unable to develop a competitive project in Texas that is able to generate returns sufficient to attract investment capital.

Attachment to Application for Chapter 313 Appraised Value Limitation
by TG East Wind Project, LLC to Benjamin ISD

Taaleri team member accomplishments include leadership roles in the development, construction, and operations of approximately 5.3 Billion Euros worth of installations. Taaleri Energia North America's President, Don Curry, has served in multiple roles across the renewable energy and finance space in the United States. His experience, combined with the overall Taaleri group's expertise, provide for a very competitive group uniquely positioned to find suitable projects across not only the State of Texas, but also global markets.

The Northrenew staff have a proven track record of sourcing strong projects and moving them through the development process. Team members have been involved in the development of over 3,500MW's of wind and over 1,000MW's of solar projects.

As such, the development resources necessary to advance the subject planned 278 MW TG East Wind Project, LLC could be redeployed to other renewable energy development projects in other power markets in the United States. TG East Wind Project, LLC, however, was formed for the express purpose of developing a wind farm that would help bring economic development to the area. Northrenew and Taaleri identified Texas, and in particular Benjamin ISD, for its strong wind resource, access to available transmission capacity, participation in the ERCOT market, and favorable property tax incentives under the Tax Code for Chapter 312 tax abatement and Chapter 313 Appraised Value Limitation.

Taaleri prefers to finalize development and build the proposed TG East Wind Project, LLC as described throughout this Application. Should the appraised value limitation be granted, TG East Wind Project, LLC has created a development and investment plan that it is capitalized to implement. Without such a limitation the Project, competing against other Texas projects that have qualified, would likely be forced to redeploy its assets and capital to other counties or states competing for similar wind projects.

Has the applicant entered into any agreements, contracts or letters of intent related to the proposed project?

TG East Wind Project, LLC was formed in 2018.

Since its formation, TG East Wind Project, LLC and its associate parties have entered into the following representative agreements and contracts for the development of a project phase within Benjamin ISD and intend to assign these assets to TG East Wind Project, LLC:

- Grants of leases and easements covering approximately 26,400 acres with 39 landowners.
- Full wind study and contract with Adams Wind
- Geotechnical study contract with Adams Wind
- Interconnection studies with AEP

Does the applicant have current business activities at the location where the proposed project will occur?

The business activities these agreements and contracts listed above will help to determine with greater certainty and granularity the feasibility of completing development of an economic renewable energy project in Benjamin ISD.

These contracts and initial investments are preliminary in nature as TG East Wind Project, LLC has determined that a value limitation agreement with Benjamin ISD is an essential economic driver to allow for the return on investment necessary to finance and construct the wind energy project.

Is the applicant evaluating other locations not in Texas for the proposed project?

Taaleri's team along with Northrenew has extensive experience in markets across the country. Based on this experience the management team evaluates all potential projects for feasibility, finance-ability, and the economic returns they represent in comparison to other project opportunities across the country.

The TG East Project is currently in such a period of assessment to determine whether the identified site in Benjamin ISD represents the best location or whether redeployment of its development resources and capital to other power markets in the United States is more advisable.

A 313 Limitation of Appraised Value Agreement is a key tax incentive agreement necessary to ensure the Project is on a level playing field with other wind projects with similar incentives and with alternative forms of generation that receive their own forms of economic support. Without the requested limitation the Project will be unable to generate sufficient operating margins and net income to produce economically competitive energy and associated returns necessary to attract tax and sponsor equity investment. Such third-party investment is mandatory to finance the projected capital costs of approximately 347M needed to purchase wind turbines and other infrastructure and to fund the construction and closing costs of the facility.

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?

The information provided in this Attachment and throughout the application has been assembled to provide the reviewer with the best possible data on which to make an assessment and determination of the critical nature of the limitation on appraised value to the feasibility of the TG East Wind Project, LLC.

The applicant continually evaluates locations outside of Texas for its project development activities. The project capital that is planned to be deployed for the Applicant's project (dependent upon approval of the Appraised Value Limitation) has been considered for use in projects located in numerous states, which include Kansas, New Mexico, Colorado, Illinois, Montana, Pennsylvania, and Oklahoma.

ATTACHMENT 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 (if applicable).

5a. if no, attach in Tab 6 additional information on the project scope and size to assist in the economic analysis.

All of the planned Qualified Property for the Project is presently located solely in Benjamin
ISD.

Benjamin ISD 100%

Attachment 7

Description of Qualified Investment

- 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).*

TG East Wind Project, LLC plans to construct an estimated 278 MW wind farm in Knox County, located entirely within Benjamin ISD. All of the Qualified Investment for this Project is planned to be located entirely within Benjamin ISD.

The intended qualified investment includes wind turbines, foundations, collection systems, transmission lines and interconnection infrastructure, additional meteorological towers, roads, operations and maintenance facilities, and control systems necessary for commercial generation of electricity.

For purposes of this application, the Project anticipates using 2.0 to 4.0 MW turbines. Although final turbine selection and location of the infrastructure may change, all equipment outlined above is expected to be located within Benjamin ISD. Current plans are to install 68 turbines in one phase.

The exact placement of turbines is subject to ongoing planning, wind studies, engineering, and discussions with landowners and turbine manufacturers. The final number and location of turbines and supporting structures will be determined before construction begins. TG East Wind Project, LLC intends to connect to the Oncor Substation via a 345KV transmission line. All of the infrastructure will remain within the project boundary and within the Reinvestment Zone. The map in Attachment 11b shows the proposed project area with the anticipated improvement locations.

**NOTE – The maps shown in Tab 11 may provide indicative locations for turbines, O&M Facilities, collection systems, transmission lines, and associated substations. The final location of these improvements is currently under review and should be considered in draft form. The final placement will be dependent upon ongoing review and studies of the site.*

Attachment 8

Description of Qualified Property

TG East Wind Project, LLC plans to construct an estimated 278 MW wind farm in Scurry County, located entirely within Benjamin ISD in Knox County, Texas. All of the Qualified Property for this Project will be located entirely within Benjamin ISD.

The intended Qualified Property includes wind turbines, foundations, collection systems, transmission lines and interconnection infrastructure, additional meteorological towers, roads, operations and maintenance facilities, and control systems necessary for commercial generation of electricity.

For purposes of this application, the Project anticipates using 2.0 MW to 4.0 MW turbines. Although final turbine selection and location of the infrastructure may change, all equipment outlined above is expected to be located within Benjamin ISD. Current plans are to install 68 turbines in one phase.

The exact placement of turbines is subject to ongoing planning, wind studies, engineering, and discussions with landowners and turbine manufacturers. The final number and location of turbines and supporting structures will be determined before construction begins. TG East Wind Project, LLC intends to connect to the Oncor Substation via a 345KV transmission line. All of the infrastructure will remain within the project boundary and within the Reinvestment Zone. The map in Attachment 11c shows the proposed project area with the anticipated improvement locations.

**NOTE* – The maps shown in Tab 11 may provide indicative locations for turbines, O&M Facilities, collection systems, transmission lines, and associated substations. The final location of these improvements is currently under review and should be considered in draft form. The final placement will be dependent upon ongoing review and studies of the site.

Attachment 9

Description of Land

Block B H & TC RR CO. Survey
All of Sections: 32, 42, 31, and 30

Block C H & TC RR CO. Survey
All of Sections: 91, 90, 61, 60, 31, 30, 92, 89, 62, 59, 93, 88, 63, 58, 94, and 95
E/2 of Sections: 120, 119, 118, 117, 116
W/2 of Section 1

Attachment 10

Description of all property not eligible to become qualified property (if applicable).

Not Applicable

Attachment 11

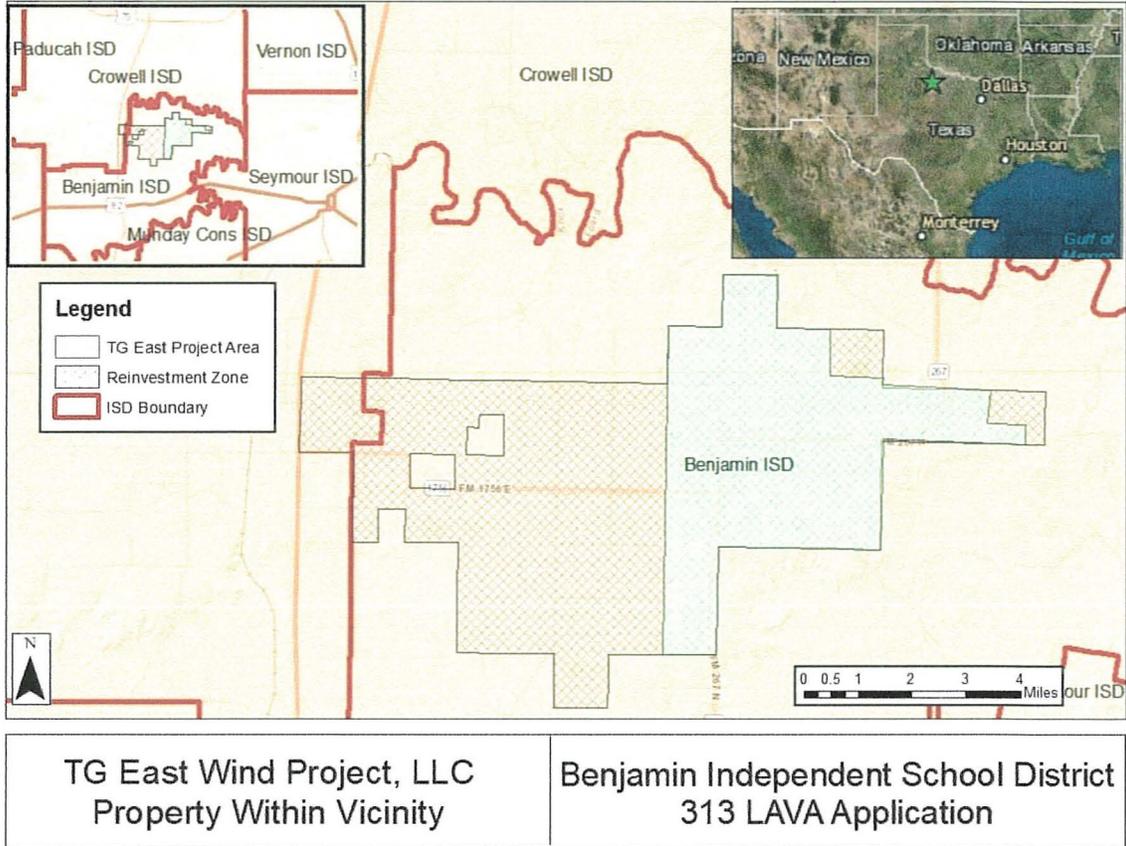
Maps that clearly show:

- 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***

Attachment 11a

a) Project Vicinity

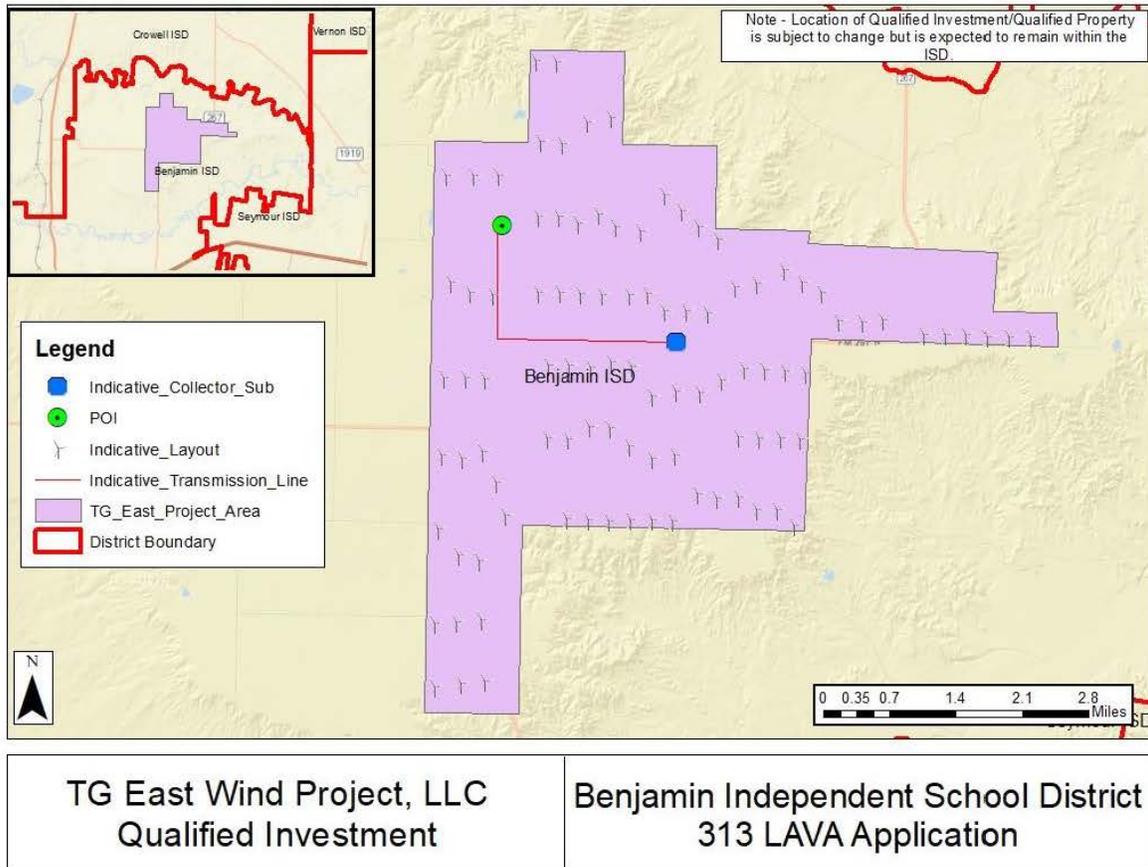
Please see the attached map below.



Attachment 11b

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

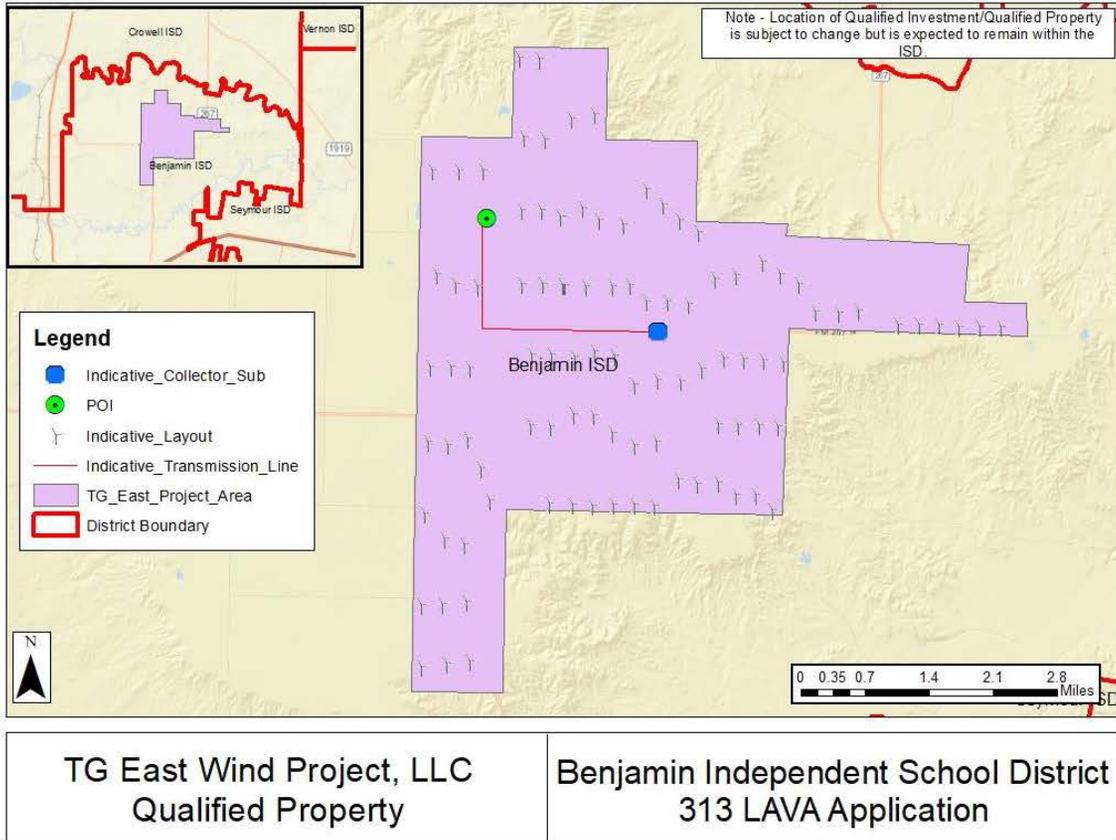
Please see the attached map below.



Attachment 11c

c) Qualified property including location of new buildings or new improvements

Please see map above. (Exhibit 11b)



Attachment 11d

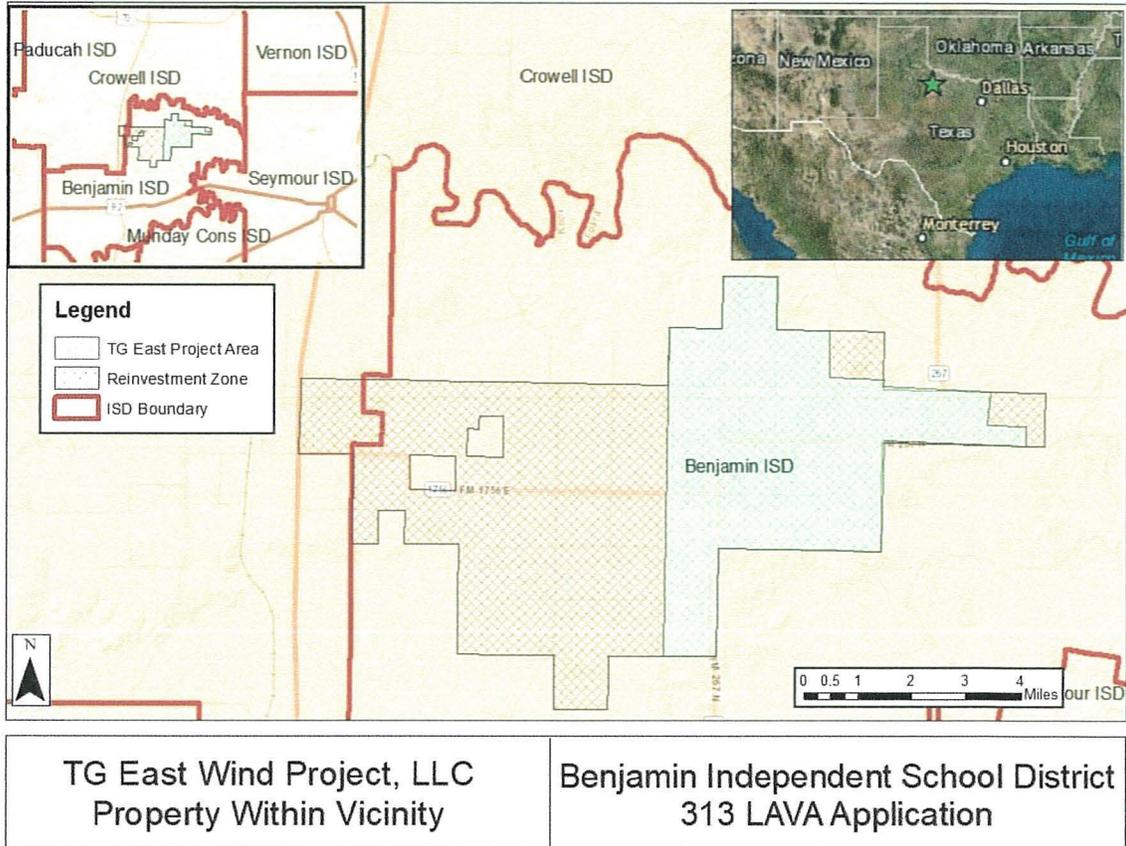
d) Existing property

Not Applicable

Attachment 11e

e) Land location within vicinity map

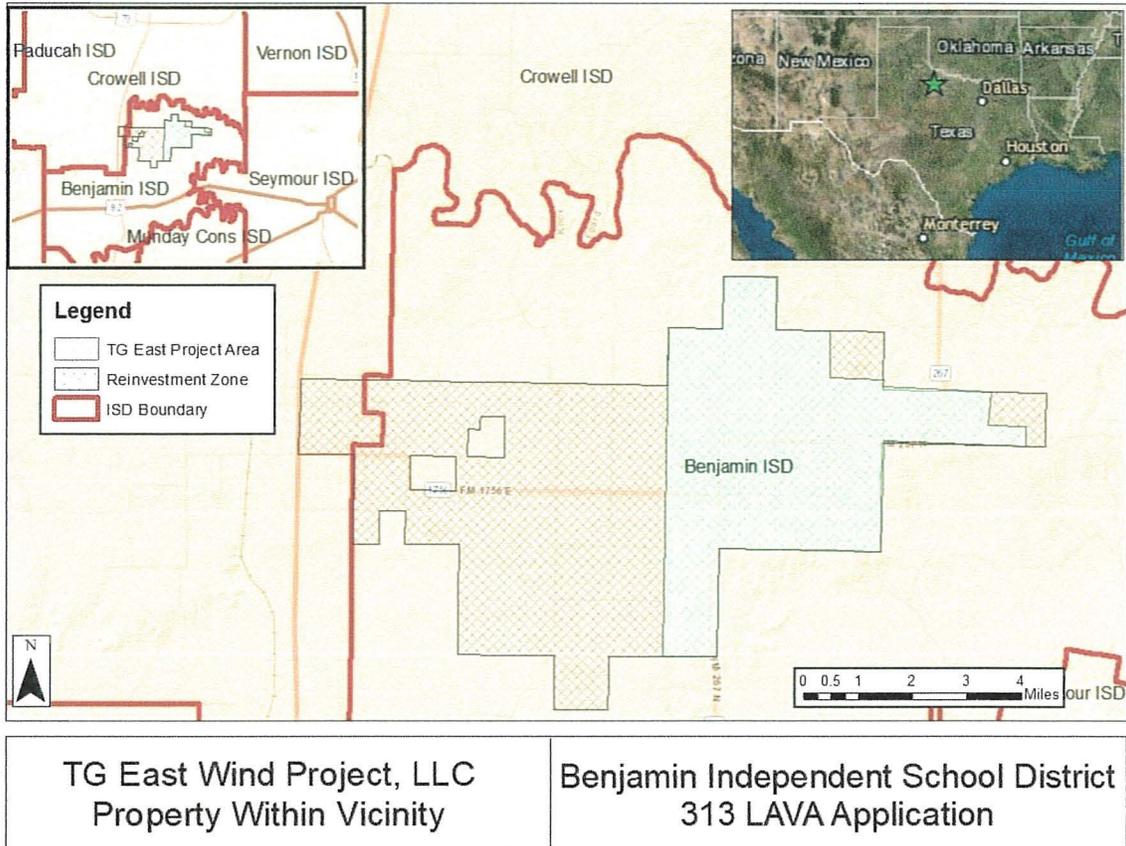
Please see the attached map below.



Attachment 11f

f) Reinvestment or Enterprise Zone within vicinity map, showing the actual or proposed boundaries and size

Please see attached map.



Attachment 12

Request for Waiver of Job Creation Requirement and supporting information (if applicable).

See attached waiver request below.

TG East Wind Project, LLC

June 11th, 2018

Olivia Del Hierro Gloria
Benjamin Independent School District
300 W. Hays St., Benjamin, TX 79505

Re: Chapter 313 Job Waiver Request for TG East Wind Project, LLC

Dear Ms. Del Hierro-Gloria,

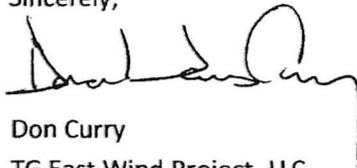
TG East Wind Project, LLC requests that the Benjamin Independent School District's Board of Trustees waive the job requirement provision as allowed by Section 313.025 (f-1) of the tax code. This waiver would be based on the school district's board findings that the jobs creation requirement exceeds the industry standard for the number of employees reasonably necessary for the operation of the facility of the property owner that is described in the application.

TG East Wind Project, LLC requests that the Benjamin Independent School District makes such a finding and waive the job creation requirement for 10 permanent jobs. In line with industry standards for job requirements, TG East Wind Project, LLC has committed to create 3 total jobs for the project, all of which will be in Benjamin I.S.D.

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

The industry standard for employment is typically one full-time employee for approximately every 15 – 25 turbines. This number may vary depending on the operations and maintenance requirements of the turbines selected as well as the support and technical assistance offered by the turbine manufacturer. The permanent employees of a wind project maintain and service wind turbines, underground electrical connections, substations and other infrastructure associated with the safe and reliable operation of the project. In addition to the onsite employees, there may be managers or technicians who support the project from offsite locations.

Sincerely,



Don Curry
TG East Wind Project, LLC

Attachment 13

a. Average weekly wage for all jobs (all industries) in the county

Year	Period	Area	Ownership	Division	Level	Ind Code	Industry	Avg Weekly Wages
2017	1st Qtr	Knox County	Total All	0	0	10	Total, All Industries	\$746
2017	2nd Qtr	Knox County	Total All	0	0	10	Total, All Industries	\$681
2017	3rd Qtr	Knox County	Total All	0	0	10	Total, All Industries	\$855
2017	4th Qtr	Knox County	Total All	0	0	10	Total, All Industries	\$748
Average:								\$757.50

Source Data: Texas Workforce Commission:

Quarterly Employment and Wages (QCEW)

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Page 1 of 1 (40 results/page)

Year	Period	Area	Ownership	Division	Level	Ind Code	Industry	Avg Weekly Wages
2017	1st Qtr	Knox County	Total All	00	0	10	Total, all industries	\$746
2017	2nd Qtr	Knox County	Total All	00	0	10	Total, all industries	\$681
2017	3rd Qtr	Knox County	Total All	00	0	10	Total, all industries	\$855
2017	4th Qtr	Knox County	Total All	00	0	10	Total, all industries	\$748

b. 110% of the average weekly wage for manufacturing jobs in the county

NOT AVAILABLE IN TRACER

c. 110% of the average weekly wage for manufacturing jobs in the region

$$\mathbf{\$42,242/52 = \$812.35 \text{ per week}}$$

The annual salary for the **West Central Texas Council of Governments** as published by the Texas Occupational Employment and Wages in July 2016:

$$\mathbf{\$42,242 \times 1.1 = \$46,466.20}$$

$$\mathbf{\$46,466.20/52 = \$893.58}$$

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

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

Attachment 14

Schedules A1, A2, B, C and D completed and signed Economic Impact (if applicable).

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

Applicant Name TG East Wind Project, LLC
 ISD Name Benjamin ISD

Form 50-296A
 Revised Feb 2014

PROPERTY INVESTMENT AMOUNTS									
(Estimated Investment in each year. Do not put cumulative totals.)									
				Column A	Column B	Column C	Column D	Column E	
	Year	School Year (YYYY-YYYY)	Tax Year (Fill in actual tax year below) YYYY	New investment (original cost) in tangible personal property placed in service during this year that will become Qualified Property	New investment made during this year in buildings or permanent nonremovable components of buildings that will become Qualified Property	Other new investment made during this year that will <u>not</u> become Qualified Property [SEE NOTE]	Other new investment made during this year that may become Qualified Property [SEE NOTE]	Total Investment (Sum of Columns A+B+C+D)	
Investment made before filing complete application with district	Year preceding the first complete tax year of the qualifying time period (assuming no deferrals of qualifying time period)	2018-2019	2018	Not eligible to become Qualified Property				[The only other investment made before filing complete application with district that may become Qualified Property is land.]	
Investment made after filing complete application with district, but before final board approval of application									
Investment made after final board approval of application and before Jan. 1 of first complete tax year of qualifying time period				\$ -	\$ -	\$ -	\$ -	\$ -	
Complete tax years of qualifying time period	QTP1	2019-2020	2019	\$ 347,500,000.00	\$ -	\$ -	\$ -	\$ 347,500,000.00	
Complete tax years of qualifying time period	QTP2	2020-2021	2020		\$ -	\$ -	\$ -		
Total Investment through Qualifying Time Period [ENTER this row in Schedule A2]				\$ 347,500,000.00	\$ -	\$ -	\$ -	\$ 347,500,000.00	
				Enter amounts from TOTAL row above in Schedule A2					
Total Qualified Investment (sum of green cells)				\$ 347,500,000.00					

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)

Applicant Name **TG East Wind Project, LLC**
 ISD Name **Benjamin ISD**

Form 50-296A
 Revised Feb 2014

PROPERTY INVESTMENT AMOUNTS									
(Estimated investment in each year. Do not put cumulative totals.)									
				Column A	Column B	Column C	Column D	Column E	
	Year	School Year (YYYY-YYYY)	Tax Year (Fill in actual tax year below) YYYY	New investment (original cost) in tangible personal property placed in service during this year that will become Qualified Property	New investment made during this year in buildings or permanent nonremovable components of buildings that will become Qualified Property	Other investment made during this year that will <u>not</u> become Qualified Property [SEE NOTE]	Other investment made during this year that will become Qualified Property [SEE NOTE]	Total Investment (A+B+C+D)	
Total Investment from Schedule A1*	--	TOTALS FROM SCHEDULE A1		Enter amounts from TOTAL row in Schedule A1 in the row below					
				\$347,500,000	\$ -		\$ -	\$ 347,500,000.00	
Each year prior to start of value limitation period** <i>Insert as many rows as necessary</i>	0	2018-2019	2018				\$ -	\$ -	
Each year prior to start of value limitation period** <i>Insert as many rows as necessary</i>	0	2019-2020	2019	\$ 347,500,000.00	\$ -			\$ 347,500,000.00	
Value limitation period***	1	2020-2021	2020						
	2	2021-2022	2021						
	3	2022-2023	2022						
	4	2023-2024	2023						
	5	2024-2025	2024						
	6	2025-2026	2025						
	7	2026-2027	2026						
	8	2027-2028	2027						
	9	2028-2029	2028						
	10	2029-2030	2029						
Total investment made through limitation				\$ 347,500,000.00	\$ -	\$ -	\$ -	\$ 347,500,000.00	
Continue to maintain viable presence	11	2030-2031	2030						
	12	2031-2032	2031						
	13	2032-2033	2032						
	14	2033-2034	2033						
	15	2034-2035	2034						
Additional years for 25 year economic impact as required by 313.026(c)(1)	16	2035-2036	2035						
	17	2036-2037	2036						
	18	2037-2038	2037						
	19	2038-2039	2038						
	20	2039-2040	2039						
	21	2040-2041	2040						
	22	2041-2042	2041						
	23	2042-2043	2042						
	24	2043-2044	2043						
	25	2044-2045	2044						

* 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 time period overlaps the limitation, no investment should be included on this line.

*** 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 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.

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

Date **6/11/2018**
 Applicant Name **TG East Wind Project, LLC**
 ISD Name **Benjamin ISD**

Form 50-296A

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	2019-2020	2019	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Value Limitation Period	1	2020-2021	2020	\$ -	\$ 537,400	\$ 347,500,000.00	\$ 348,037,399.60	\$ 348,037,399.60	\$ 20,000,000.00
	2	2021-2022	2021	\$ -	\$ 510,530	\$ 330,125,000.00	\$ 330,635,529.62	\$ 330,635,529.62	\$ 20,000,000.00
	3	2022-2023	2022	\$ -	\$ 483,660	\$ 312,750,000.00	\$ 313,233,659.64	\$ 313,233,659.64	\$ 20,000,000.00
	4	2023-2024	2023	\$ -	\$ 456,790	\$ 295,375,000.00	\$ 295,831,789.66	\$ 295,831,789.66	\$ 20,000,000.00
	5	2024-2025	2024	\$ -	\$ 429,920	\$ 278,000,000.00	\$ 278,429,919.68	\$ 278,429,919.68	\$ 20,000,000.00
	6	2025-2026	2025	\$ -	\$ 403,050	\$ 260,625,000.00	\$ 261,028,049.70	\$ 261,028,049.70	\$ 20,000,000.00
	7	2026-2027	2026	\$ -	\$ 376,180	\$ 243,250,000.00	\$ 243,626,179.72	\$ 243,626,179.72	\$ 20,000,000.00
	8	2027-2028	2027	\$ -	\$ 349,310	\$ 225,875,000.00	\$ 226,224,309.74	\$ 226,224,309.74	\$ 20,000,000.00
	9	2028-2029	2028	\$ -	\$ 322,440	\$ 208,500,000.00	\$ 208,822,439.76	\$ 208,822,439.76	\$ 20,000,000.00
	10	2029-2030	2029	\$ -	\$ 295,570	\$ 191,125,000.00	\$ 191,420,569.78	\$ 191,420,569.78	\$ 20,000,000.00
Continue to maintain viable presence	11	2030-2031	2030	\$ -	\$ 268,700	\$ 173,750,000.00	\$ 174,018,699.80	\$ 174,018,699.80	\$ 174,018,699.80
	12	2031-2032	2031	\$ -	\$ 241,830	\$ 156,375,000.00	\$ 156,616,829.82	\$ 156,616,829.82	\$ 156,616,829.82
	13	2032-2033	2032	\$ -	\$ 214,960	\$ 139,000,000.00	\$ 139,214,959.84	\$ 139,214,959.84	\$ 139,214,959.84
	14	2033-2034	2033	\$ -	\$ 188,090	\$ 121,625,000.00	\$ 121,813,089.86	\$ 121,813,089.86	\$ 121,813,089.86
	15	2034-2035	2034	\$ -	\$ 161,220	\$ 104,250,000.00	\$ 104,411,219.88	\$ 104,411,219.88	\$ 104,411,219.88
Additional years for 25 year economic impact as required by 313.026(c)(1)	16	2035-2036	2035	\$ -	\$ 134,350	\$ 86,875,000.00	\$ 87,009,349.90	\$ 87,009,349.90	\$ 87,009,349.90
	17	2036-2037	2036	\$ -	\$ 107,480	\$ 69,500,000.00	\$ 69,607,479.92	\$ 69,607,479.92	\$ 69,607,479.92
	18	2037-2038	2037	\$ -	\$ 107,480	\$ 69,500,000.00	\$ 69,607,479.92	\$ 69,607,479.92	\$ 69,607,479.92
	19	2038-2039	2038	\$ -	\$ 107,480	\$ 69,500,000.00	\$ 69,607,479.92	\$ 69,607,479.92	\$ 69,607,479.92
	20	2039-2040	2039	\$ -	\$ 107,480	\$ 69,500,000.00	\$ 69,607,479.92	\$ 69,607,479.92	\$ 69,607,479.92
	21	2040-2041	2040	\$ -	\$ 107,480	\$ 69,500,000.00	\$ 69,607,479.92	\$ 69,607,479.92	\$ 69,607,479.92
	22	2041-2042	2041	\$ -	\$ 107,480	\$ 69,500,000.00	\$ 69,607,479.92	\$ 69,607,479.92	\$ 69,607,479.92
	23	2042-2043	2042	\$ -	\$ 107,480	\$ 69,500,000.00	\$ 69,607,479.92	\$ 69,607,479.92	\$ 69,607,479.92
	24	2043-2044	2043	\$ -	\$ 107,480	\$ 69,500,000.00	\$ 69,607,479.92	\$ 69,607,479.92	\$ 69,607,479.92
	25	2044-2045	2044	\$ -	\$ 107,480	\$ 69,500,000.00	\$ 69,607,479.92	\$ 69,607,479.92	\$ 69,607,479.92

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

Applicant Name TG East Wind Project, LLC
ISD Name Benjamin ISD

Form 50-296A
 Revised Feb 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	0	\$ -	N/A	0	N/A
Each year prior to start of Value Limitation Period <i>Insert as many rows as necessary</i>	0	2019-2020	2019	125 FTE	\$ 52,364.00	N/A	0	N/A
Value Limitation Period <i>The qualifying time period could overlap the value limitation period.</i>	1	2020-2021	2020			0	3	\$ 47,000.00
	2	2021-2022	2021			0	3	\$ 47,000.00
	3	2022-2023	2022			0	3	\$ 47,000.00
	4	2023-2024	2023			0	3	\$ 47,000.00
	5	2024-2025	2024			0	3	\$ 47,000.00
	6	2025-2026	2025			0	3	\$ 47,000.00
	7	2026-2027	2026			0	3	\$ 47,000.00
	8	2027-2028	2027			0	3	\$ 47,000.00
	9	2028-2029	2028			0	3	\$ 47,000.00
Years Following Limitation Period	Value 11 through 25	2030-2045	2030-2045			0	3	\$ 47,000.00

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

Schedule D: Other Incentives (Estimated)

Applicant Name TG East Wind Project, LLC
ISD Name Benjamin ISD

Form 50-296A
 Revised Feb 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: City: Other:					
Tax Code Chapter 312	Knox County	2020	2029	\$2,537,827	100% abatement years 1-10, PILOT payment of \$2,000/MW	\$556,000
	Hospital District	2020	2029	\$1,276,125	100% abatement years 1-10, PILOT payment of \$1,000/MW	\$278,000
Local Government Code Chapters 380/381	County: City: Other:					
Freeport Exemptions						
Non-Annexation Agreements						
Enterprise Zone/Project						
Economic Development Corporation						
Texas Enterprise Fund						
Employee Recruitment						
Skills Development Fund						
Training Facility Space and Equipment						
Infrastructure Incentives						
Permitting Assistance						
Other:						
Other:						
Other:						
Other:						
TOTAL				\$ 3,813,952.25		\$ 834,000.00

Additional information on incentives for this project:

Attachment 15

***Economic Impact Analysis, other payments made in the state or other economic information
(If applicable).***

None.

Attachment 16

Description of Reinvestment or Enterprise Zone, including:

- a) Evidence that the area qualifies as an 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***

Attachment 16a

a) Evidence that the area qualifies as an enterprise zone as defined by the Governor's Office

Not Applicable.

Attachment 16b

b) Legal description of reinvestment zone

The legal description of the land in the Reinvestment Zone

All of Sections: 19, 30, 31, 32, 42, 43, 78 Block B H & TC RR CO.

All of Sections: 1, 30, 31, 58, 59, 60, 61, 62, 63, 88, 89, 90, 91, 92, 93, 94, 95, 116, 117, 118, 119, 120, 121, 122, 123, 124, 125, 126, 146, 147, 148, 149, 150 Block C H & TC RR CO.

All of Sections: 1, 2, 3, 4, 23 Block J GC & SF RR CO.

All of Sections: 145, 146, 147, 149, 166 Block 44 H & TC RR CO.

All of Sections: 1, 2 Block 3 D & W RR CO.

Attachment 16c

c) Order, resolution or ordinance establishing the reinvestment zone

**RESOLUTION OF THE COMMISSIONERS COURT
OF KNOX COUNTY, TEXAS DESIGNATING
KNOX-GILLILAND REINVESTMENT ZONE**

**A RESOLUTION DESIGNATING A CERTAIN AREA AS A REINVESTMENT ZONE
FOR A COMMERCIAL/INDUSTRIAL TAX ABATEMENT IN KNOX COUNTY,
TEXAS, ESTABLISHING THE BOUNDARIES THEREOF, AND PROVIDING FOR AN
EFFECTIVE DATE**

WHEREAS, the Commissioners Court of Knox County, Texas (the "**County Commissioners Court**") desires to promote the development or redevelopment of a certain contiguous geographic area within its jurisdiction by the creation of a reinvestment zone as authorized by the Property Redevelopment and Tax Abatement Act, as amended (Texas Tax Code § 312.001, *et seq.*), and the Knox County Tax Abatement Guidelines and Criteria (the "**Guidelines**");

WHEREAS, on this date, a hearing before the County Commissioners Court was held, such date being at least seven (7) days after the date of publication of the notice of such public hearing in the local newspaper of general circulation in Knox County (the "**County**") and the delivery of written notice to the respective presiding officers of each taxing entity that includes within its boundaries real property that is to be included in the proposed reinvestment zone;

WHEREAS, the County Commissioners Court at such public hearing invited any interested person to appear and speak for or against the creation of the reinvestment zone and whether all or part of the territory described should be included in the proposed reinvestment zone; and

WHEREAS, the proponents of the reinvestment zone offered evidence, both oral and documentary, in favor of all of the foregoing matters relating to the creation of the reinvestment zone and opponents, if any, of the reinvestment zone appeared to contest the creation of the reinvestment zone.

BE IT RESOLVED BY THE COUNTY COMMISSIONERS COURT:

SECTION 1. That the facts and recitations contained in the preamble of this Resolution are hereby found and declared to be true and correct.

SECTION 2. That the County Commissioners Court, after conducting such hearing and having heard such evidence and testimony, has made the following findings and determinations based on the evidence and testimony presented to it:

- (a) That the public hearing on adoption of the Knox-Gilliland Reinvestment Zone has been properly called, held and conducted and that notice of such hearing has been published as required by law and mailed to the respective presiding officers of the governing bodies of all taxing units overlapping the territory inside the proposed reinvestment zone;

- (b) That the boundaries of the Knox-Gilliland Reinvestment Zone should be the area described in the legal description and corresponding map attached hereto as Exhibit "A," which is incorporated herein by reference for all purposes;
- (c) That creation of the Knox-Gilliland Reinvestment Zone will result in benefits to the County and to land included in the reinvestment zone and that the improvements sought are feasible and practical; and
- (d) The Knox-Gilliland Reinvestment Zone meets the criteria set forth in Chapter 312 of the Texas Tax Code for the creation of a reinvestment zone as set forth in the Property Redevelopment and Tax Abatement Act, as amended, and the Guidelines, in that it is reasonably likely as a result of the designation to contribute to the retention or expansion of primary employment or to attract investment in the zone that would be a benefit to the property and that would contribute to the economic development of the County, and that the entire tract of land is located entirely within an unincorporated area of the County.

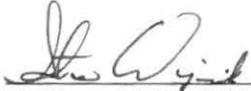
SECTION 3. That pursuant to the Property Redevelopment and Tax Abatement Act, as amended, and the Guidelines, the County Commissioners Court hereby creates the Knox-Gilliland Reinvestment Zone; a reinvestment zone for commercial-industrial tax abatement encompassing only the area described on and as shown on the map in Exhibit A, and such reinvestment zone is hereby designated and shall hereafter be referred to as the Knox-Gilliland Reinvestment Zone.

SECTION 4. That the Knox-Gilliland Reinvestment Zone shall take effect on the date of this Resolution and shall remain designated as a commercial-industrial reinvestment zone for a period of five (5) years from such date of designation, and may be renewed for an additional five (5) year period thereafter.

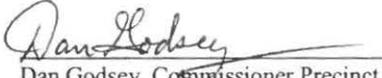
SECTION 5. That if any section, paragraph, clause or provision of this Resolution shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause, or provision shall not affect any of the remaining provisions of this Resolution.

SECTION 6. That it is hereby found, determined and declared that a sufficient notice of the date, hour, place and subject, of the meeting of the County Commissioners Court at which this Resolution was adopted was posted at a place convenient and readily accessible at all times as required by the Texas Open Meetings Act, Texas Government Code, Chapter 551, as amended, and that a public hearing was held prior to the designation of such reinvestment zone and that proper notice of the hearing was published in the official newspaper of general circulation within the County, and furthermore, such notice was in fact delivered to the presiding officer of any affected taxing entity as prescribed by the Property Redevelopment and Tax Abatement Act.

PASSED, APPROVED AND ADOPTED on this the 24th day of August, 2017.


The Honorable Stan Wojcik, County Judge


Johnny McCown, Commissioner Precinct 1


Dan Godsey, Commissioner Precinct 2


Jimmy Urbanczyk, Commissioner Precinct 3


Nathan Urbanczyk, Commissioner Precinct 4

Attest:


Lisa Cypert, County Clerk

EXHIBIT A
LEGAL DESCRIPTION AND MAP OF
KNOX-GILLILAND REINVESTMENT ZONE

The Knox-Gilliland Reinvestment Zone is comprised of the following parcels located in Knox County, Texas. In the event of discrepancy between the following legal description and the attached map, the map shall control; provided however, the Knox-Gilliland Reinvestment Zone shall in no way be deemed to include any portion of any municipality.

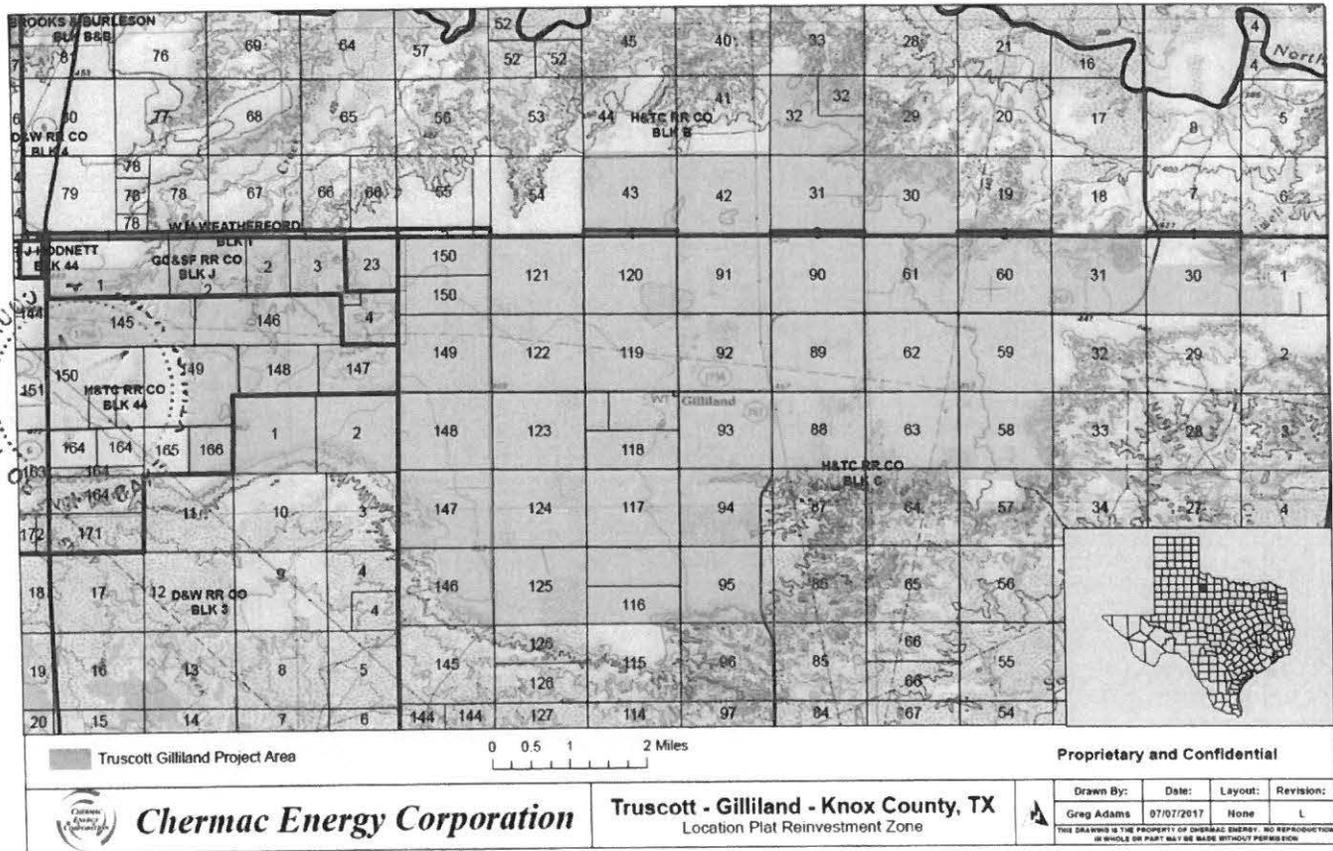
Legal Description:

Twenty-six thousand four hundred (26,400) acres, more or less, all in Sections 19, 30, 31, 32, 42, 43 and 78 Blk B H&TC RR Co. Survey; Sections 1, 30, 31, 58, 59, 60, 61, 62, 63, 88, 89, 90, 91, 92, 93, 94, 95, 116, 117, 118, 119, 120, 121, 122, 123, 124, 125, 126, 146, 147, 148, 149, and 150 Blk C H&TC RR Co. Survey; Sections 1, 2, 3, 4, and 23 Blk J GC&SF RR Co. Survey; Sections 145, 146, 147, 149, and 166 Blk 44 H&TC RR Co. Survey; Sections 1 and 2 Blk 3 D&W RR Co. Survey, save and except any and all areas in the taxing jurisdiction of any municipality located therein, if any.

000174

EXHIBIT A (CONTINUED)
MAP OF
KNOX-GILLILAND REINVESTMENT ZONE

SEE ATTACHED MAP



Attachment 16d

d) Guidelines and criteria for creating the zone

**RESOLUTION OF THE COMMISSIONERS COURT
OF KNOX COUNTY, TEXAS**

**A RESOLUTION ELECTING TO PARTICIPATE IN TAX ABATEMENTS AND ADOPTING
GUIDELINES AND CRITERIA**

WHEREAS, the Commissioners Court of Knox County, Texas (the "**County Commissioners Court**") desires to participate in certain tax abatements in accordance with applicable laws and to adopt the Knox County Tax Abatement Guidelines and Criteria (the "**Guidelines**") **for entering agreements providing for such abatements;**

WHEREAS, on this date, a hearing before the County Commissioners Court was held, such date being after due notice in accordance with applicable laws; and

WHEREAS, the County Commissioners Court considered and decided to allow participation in tax abatements in accordance with the Guidelines.

BE IT RESOLVED BY THE COUNTY COMMISSIONERS COURT:

SECTION 1. That the facts and recitations contained in the preamble of this Resolution are hereby found and declared to be true and correct.

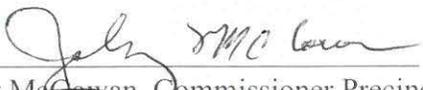
SECTION 2. That the County Commissioners Court, after conducting such hearing and having considered all relevant matters thereto, has made the following findings and determinations based on the evidence and testimony presented to it:

- (a) That the hearing on participation by Knox County in tax abatements and the adoption of the Guidelines has been properly noticed called, held and conducted;
- (b) That Knox County **hereby elects to become eligible to participate in the abatement of taxes in accordance with Texas Tax Code §§312.001 et seq. on certain qualifying property located in reinvestment zones adopted by Knox County, Texas;**
- (c) That Knox County hereby adopts the Guidelines as shown on Exhibit A attached and incorporated herein.

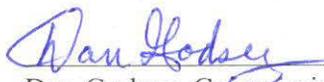
PASSED, APPROVED AND ADOPTED on this the 17 day of August 2017.



The Honorable Stan Wojcik, County Judge



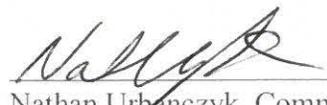
Johnny McGowan, Commissioner Precinct 1
McGowan



Don Godsey, Commissioner Precinct 2
Dan

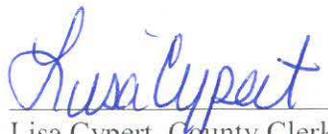


Jimmy Urbanczyk, Commissioner Precinct 3



Nathan Urbanczyk, Commissioner Precinct 4

Attest:



Lisa Cypert, County Clerk

Exhibit A

Legal Description of Property to be considered for
Reinvestment Zone/Tax Abatement

EXHIBIT A

KNOX COUNTY GUIDELINES AND CRITERIA

**STATE OF TEXAS
KNOX COUNTY
TAX ABATEMENT GUIDELINES AND CRITERIA**

Knox County (the "County") is committed to the promotion of quality development in all parts of Knox County and to improving the quality of life for its citizens. In order to help meet these goals, the County will consider providing Tax Abatements (as defined below) to stimulate economic development. It is the policy of the County that such an incentive will be provided in accord with the guidelines and criteria outlined in this document. All applicants for Tax Abatements shall be considered on an individual basis.

In order to be eligible for designation as a Reinvestment Zone and receive Tax Abatement, and unless otherwise approved by the County, the planned improvement:

1. must be an Eligible Facility (as defined below);
2. must add at least Five Hundred Thousand Dollars (\$500,000.00) to the tax roll of eligible property;
3. must be reasonably expected to have an increase in positive net economic benefit to Knox County of at least One Million Dollars (\$1,000,000.00) over the life of the Abatement, computed to include (but not limited to) new sustaining payroll and/or capital improvement; and
4. must not be expected to solely or primarily have the effect of transferring employment from one part of Knox County to another.

In addition to the criteria set forth above, the County reserves the right to negotiate a Tax Abatement Agreement in order to compete favorably with other communities.

Only that increase in the fair market value of the property that is a direct result of the development, redevelopment, and improvement specified in the Agreement will be eligible for Abatement and then only to the extent that such increase exceeds any reduction in the fair market value of the other property of the applicant located within the jurisdiction creating the reinvestment zone.

All Tax Abatement Agreements will be no longer than allowed by law.

It is the goal of the County to grant Tax Abatements on the same terms and conditions as the other taxing units having jurisdiction of the property. However, nothing herein shall limit the discretion of the County to consider, adopt, modify, or decline any Tax Abatement request.

This policy is effective as of the 17 day of August 2017, and shall at all times be kept current with regard to the needs of Knox County and reflective of the official views of the County, and shall be reviewed every two (2) years.

The adoption of these guidelines and criteria by the Commissioners does not:

1. limit the discretion of the governing body to decide whether to enter into a specific Tax Abatement Agreement;
2. limit the discretion of the governing body to delegate to its employees the authority to determine whether or not the governing body should consider a particular application or request for Tax Abatement; or
3. create any property, contract, or other legal right in any person to have the governing body consider or grant a specific application or request for Tax Abatement.

SECTION I. DEFINITIONS

A. **"Abatement" or "Tax Abatement"** means the full or partial exemption from ad valorem taxes of certain property in a reinvestment zone designated for economic development purposes.

B. **"Agreement" or "Abatement Agreement"** means a contractual Agreement between a property owner and/or lessee and the County.

C. **"Base Year Value"** means the assessed value on the eligible property as of January 1, preceding the execution of the Agreement.

D. **"Deferred Maintenance"** means improvements necessary for continued operation which do not improve productivity or alter the process technology.

E. **"Eligible Facilities"** means new, expanded, or modernized buildings and structures, including fixed machinery and equipment, which is reasonably likely as a result of granting the Abatement to contribute to the retention or expansion of primary employment or to attract major investment in the reinvestment zone that would be a benefit to the property and that would contribute to the economic development of Knox County, but does not include facilities which are intended to be primarily to provide goods or services to residents for existing businesses located in Knox County such as, but not limited to, restaurants and retail sales establishments. Eligible facilities may include, but shall not be limited to a(n):

- aquaculture/agriculture facility;
- distribution center facility;
- manufacturing facility;
- office building;
- regional entertainment/tourism facility;
- research service facility;
- regional service facility;
- historic building in a designated area;

wind energy facility; or
other basic industrial facility.

F. **"Expansion"** means the addition of building structures, machinery, equipment, or payroll for purposes of increasing production capacity.

G. **"Facility"** means property improvement(s) completed or in the process of construction which together comprise an interregional whole.

H. **"Modernization"** means a complete or partial demolition of facilities and the complete or partial reconstruction or installation of a facility of similar or expanded production capacity. Modernization may result from the construction, alteration, or installation of buildings, structures, machinery, or equipment.

I. **"New Facility"** means a property previously undeveloped which is placed into service by means other than or in conjunction with Expansion or Modernization.

J. **"Productive Life"** means the number of years property improvement(s) is/are expected to be in service in a facility.

SECTION II. ABATEMENT AUTHORIZED

A. **Eligible Facilities.** Upon application, Eligible Facilities shall be considered for Tax Abatement as hereinafter provided.

B. **Creation of New Values.** Abatement may only be granted for the additional value of eligible property improvement(s) made subsequent to and specified in an Abatement Agreement between the County and the property owner or lessee, subject to such limitations as the County may require.

C. **New and Existing Facilities.** Abatement may be granted for the additional value of eligible property improvement(s) made subsequent to and specified in an Abatement Agreement between the County and the property owner or lessee, subject to such limitations as the County may require.

D. **Eligible Property.** Abatement may be extended to the value of new, expanded, or modernized buildings, structures, fixed machinery and equipment, site improvements, and related fixed improvements necessary to the operation and administration of the facility, and all other real and tangible personal property permitted by Chapter 312 of the Texas Tax Code.

E. **Ineligible Property.** The following types of property shall be fully taxable and ineligible for Tax Abatement: land; animals; inventories, supplies; tools; furnishings; vehicles; vessels; aircraft; deferred maintenance investments; housing and property to be rented or leased, except as provided in Section II(F); property owned or used by the State of Texas.

F. **Owned/Leased Facilities.** If a leased facility is granted Abatement, the Agreement shall be executed with the lessor and the lessee. If the land is leased, but the facility

Knox County Tax Abatement Guidelines and Criteria

constructed or installed thereon is owned by the lessee, the lessee shall execute the Agreement.

G. **Economic Qualifications.** In order to be eligible for designation as a reinvestment zone and receive Tax Abatement, the planned improvement:

- (1) must be an Eligible Facility;
- (2) must add at least Five Hundred Thousand Dollars (\$500,000.00) to the tax roll of eligible property;
- (3) must be reasonably expected to have an increase in positive net economic benefit to Knox County of at least One Million Dollars (\$1,000,000.00) over the life of the Abatement, computed to include (but not limited to) new sustaining payroll and/or capital improvement. The creation of (number and type) of new jobs will also factor into the decision to grant an Abatement; and
- (4) must not be expected to solely or primarily have the effect of transferring employment from one part of Knox County to another.

H. **Standards for Tax Abatement.** The following factors, among others, will be considered in determining whether to grant Tax Abatement:

- (1) value of existing improvements, if any;
- (2) type and value of proposed improvements;
- (3) productive life of proposed improvements;
- (4) number of existing jobs to be retained by proposed improvements;
- (5) number and type of new jobs to be created by proposed improvements;
- (6) amount of local payroll to be created;
- (7) whether the new jobs to be created will be filled by persons residing or projected to reside within the affected taxing jurisdiction;
- (8) amount by which property tax base valuation will be increased during the term of Abatement and after Abatement, which shall include a definitive commitment that such valuation shall not, in any case, be less than Five Hundred Thousand Dollars (\$500,000.00);
- (9) expenses to be incurred in providing facilities directly resulting from the new improvements;

(10) the amount of ad valorem taxes to be paid to the County during the Abatement period considering (a) the existing values, (b) the percentage of new value abated, (c) the Abatement period, and (d) the value after expiration of the Abatement period;

(11) the population growth of Knox County that occurs directly as a result of new improvements;

(12) the types and values of public improvements, if any, to be made by applicant seeking Abatement;

(13) whether the proposed improvements compete with existing businesses to the detriment of the local economy;

(14) the impact on the business opportunities of existing business;

(15) the attraction of other new businesses to the area;

(16) the overall compatibility with the zoning ordinances and comprehensive plan for the area; and

(17) whether the project obtains all necessary permits from the applicable environmental agencies.

Each Eligible Facility shall be reviewed on its merits utilizing the factors provided above. After such review, Abatement may be denied entirely or may be granted to the extent deemed appropriate after full evaluation.

I. Denial of Abatement. An Abatement Agreement shall not be authorized if it is determined that:

(1) there would be substantial adverse effect on the provision of government services or tax base;

(2) the applicant has insufficient financial capacity;

(3) violation of other codes or laws; or

(4) any other reason deemed appropriate by the County.

J. Taxability. From the execution of the Abatement to the end of the Agreement period, taxes shall be payable as follows:

(1) the value of ineligible property as provided in Section II(E) shall be fully taxable;

(2) the base year value of existing eligible property as determined each year shall be fully taxable; and

(3) the additional value of new eligible property shall be fully taxable at the end of the Abatement period.

SECTION III. APPLICATION

A. Any present or potential owner of taxable property in the County may request Tax Abatement by filing a written application with the Commissioners.

B. The application shall consist of a general description of the new improvements to be undertaken; a descriptive list of the improvements for which an Abatement is requested; a list of the kind, number and location of all proposed improvements of a property; a map and property description; and a time schedule for undertaking and completing the proposed improvements. In the case of modernization, a statement of the assessed value of the facility, separately stated for real and personal property, shall be given for the tax year immediately preceding the application. The Commissioners may require such financial and other information as deemed appropriate for evaluating the financial capacity and other factors pertaining to the applicant, to be attached to the application. The completed application must be accompanied by the payment of a non-refundable application fee for administrative costs and legal fees associated with the processing of the Tax Abatement request. All checks in payment of the administrative fee shall be made payable to the County. The fee for Abatement requests shall be One Thousand and No/100 Dollars (\$1,000.00).

C. The County shall give notice as provided by the Property Tax Code, including written notice to the presiding officer of the governing body of each taxing unit in which the property to be subject to the Agreement is located, not later than seven (7) days before acting upon the application.

D. The application process described in Section III(A) hereof shall be followed regardless of whether a particular reinvestment zone is created by Knox County or a taxing entity within Knox County. No other notice or hearing shall be required except compliance with the open meetings act, unless the Commissioners deem them necessary in a particular case.

SECTION IV. AGREEMENT

A. After approval, the Commissioners shall formally pass a resolution and execute an Agreement with the owner of the facility and lessee as required which shall:

(1) include a list of the kind, number and location of all proposed improvements to the property;

(2) provide access to and authorize inspection of the property by the taxing unit to insure compliance with the Agreement;

- (3) limit the use of the property consistent with the taxing unit's development goals;
- (4) provide for recapturing property tax revenues that are lost if the owner fails to make improvements as provided by the Agreement;
- (5) include each term that was agreed upon with the property owner and require the owner to annually certify compliance with the terms of the Agreement to each taxing unit; and
- (6) allow the taxing unit to cancel or modify the Agreement at any time if the property owner fails to comply with the terms of the Agreement.

SECTION V. RECAPTURE

A. In the event that the applicant or its assignee (1) allows its ad valorem taxes owed to become delinquent and fails to timely and properly follow the legal procedures for their protest and/or content; or (2) violates any of the terms and conditions of the Abatement Agreement and fails to cure during the cure period, the Agreement then may be terminated and all taxes previously abated by virtue of the Agreement will be recaptured and paid within thirty (30) days of the termination.

B. Should the County determine that the applicant or its assignee is in default according to the terms and conditions of its Agreement, the County shall notify the company or individual in writing at the address stated in the Agreement, and if such is not cured within the time set forth in such notice (the "Cure Period"), then the Agreement may be terminated.

SECTION VI. ADMINISTRATION

A. The Chief Appraiser of the Knox County Appraisal District will annually determine an assessment of the real and personal property comprising the reinvestment zone. Each year, the company or individual receiving Abatement shall furnish the appraiser with such information as may be necessary for the Abatement. Once value has been established, the Chief Appraiser will notify the Commissioners of the amount of the assessment.

B. The County may execute a contract with any other jurisdiction(s) to inspect the facility to determine if the terms and conditions of the Abatement Agreement are being met. The Abatement Agreement shall stipulate that employees and/or designated representatives of the County will have access to the reinvestment zone during the term of the Abatement to inspect the facility to determine if the terms and conditions of the Agreement are being met. All inspections will be made only after the giving of twenty-four (24) hours prior notice and will only be conducted in such manner as to not unreasonably interfere with the construction and/or operation of the facility. All inspections will be made with one or more representatives of the company or individual and in accordance with its safety standards.

C. Upon completion of construction, a designated representative of the County shall annually evaluate each facility receiving Abatement to insure compliance with the Agreement and shall formally report such evaluations to the Commissioners.

SECTION VII. ASSIGNMENT

The Abatement Agreement may be transferred and assigned by the holder to a new owner or lessee of the same facility either upon the approval by resolution of the Commissioners, or in accordance with the terms of an existing Tax Abatement Agreement. No assignment or transfer shall be approved if the parties to the existing Agreement, the new owner, or new lessee are liable to any jurisdiction for outstanding taxes or other obligations. Approval shall not be unreasonably delayed or withheld. Notice shall be given to the Commissioners at least twenty (20) days in advance of any transfer or assignment.

SECTION VIII. SUNSET PROVISION

These Guidelines and Criteria are effective upon the date of their adoption, and shall supersede and replace any and all prior guidelines and criteria for Tax Abatement in the County. These Guidelines and Criteria shall remain in force for two (2) years, unless amended by three-quarters vote of the Commissioners, at which time all reinvestment zones and Tax Abatement Agreements created pursuant to these provisions will be reviewed to determine whether the goals have been achieved. Based on such review, the Guidelines and Criteria will be modified, renewed or eliminated; provided, however, no modification or elimination of the Guidelines and Criteria shall affect Tax Abatement Agreements that have been previously approved until the parties thereto shall agree to amend such Agreements.

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Application for Tax Abatement

Knox County, Texas

Property Redevelopment & Tax Abatement Act
(Tex. Tax Code Chapter 312)

I. APPLICABLE INFORMATION

Application Date: _____

Is \$1000 application fee included? Yes No

Applicant Company: _____

Mailing Address: _____

Telephone Number: _____

Fax Number: _____

Applicant's Representative for contact regarding abatement request:

Name: _____

Mailing Address: _____

Telephone Number: _____

Fax Number: _____

II. PROPERTY AND PROJECT DESCRIPTION

This application is for a: New facility _____ Expansion _____ Modernization

Number of jobs expected to be filled by local residents:

Number of jobs that will be transferred from other locations in Knox County:

IV. FISCAL IMPACT OF PROJECT

A. PROPERTY IMPROVEMENTS

Estimated Value of Eligible Property for ad valorem tax purposes: \$ _____

B. NET ECONOMIC BENEFIT

Estimated net economic benefit to Knox County: \$ _____

C. INFRASTRUCTURE IMPROVEMENTS

Will any infrastructure improvements be requested of Knox County for this project?

Yes

No

V. CERTIFICATION

I certify the information contained in this application (including all exhibits and addendum) to be true and correct to the best of my knowledge. I further certify that I have read the "Tax Abatement Guidelines and Criteria" for Knox County and agree to comply with the guidelines and criteria stated therein.

Signature

Title

Printed Name

Date

Exhibit B

Proposed Improvements

**RESOLUTION OF THE COMMISSIONERS COURT
OF KNOX COUNTY, TEXAS DESIGNATING
KNOX-GILLILAND REINVESTMENT ZONE**

**A RESOLUTION DESIGNATING A CERTAIN AREA AS A REINVESTMENT ZONE
FOR A COMMERCIAL/INDUSTRIAL TAX ABATEMENT IN KNOX COUNTY,
TEXAS, ESTABLISHING THE BOUNDARIES THEREOF, AND PROVIDING FOR AN
EFFECTIVE DATE**

WHEREAS, the Commissioners Court of Knox County, Texas (the "**County Commissioners Court**") desires to promote the development or redevelopment of a certain contiguous geographic area within its jurisdiction by the creation of a reinvestment zone as authorized by the Property Redevelopment and Tax Abatement Act, as amended (Texas Tax Code § 312.001, *et seq.*), and the Knox County Tax Abatement Guidelines and Criteria (the "**Guidelines**");

WHEREAS, on this date, a hearing before the County Commissioners Court was held, such date being at least seven (7) days after the date of publication of the notice of such public hearing in the local newspaper of general circulation in Knox County (the "**County**") and the delivery of written notice to the respective presiding officers of each taxing entity that includes within its boundaries real property that is to be included in the proposed reinvestment zone;

WHEREAS, the County Commissioners Court at such public hearing invited any interested person to appear and speak for or against the creation of the reinvestment zone and whether all or part of the territory described should be included in the proposed reinvestment zone; and

WHEREAS, the proponents of the reinvestment zone offered evidence, both oral and documentary, in favor of all of the foregoing matters relating to the creation of the reinvestment zone and opponents, if any, of the reinvestment zone appeared to contest the creation of the reinvestment zone.

BE IT RESOLVED BY THE COUNTY COMMISSIONERS COURT:

SECTION 1. That the facts and recitations contained in the preamble of this Resolution are hereby found and declared to be true and correct.

SECTION 2. That the County Commissioners Court, after conducting such hearing and having heard such evidence and testimony, has made the following findings and determinations based on the evidence and testimony presented to it:

- (a) That the public hearing on adoption of the Knox-Gilliland Reinvestment Zone has been properly called, held and conducted and that notice of such hearing has been published as required by law and mailed to the respective presiding officers of the governing bodies of all taxing units overlapping the territory inside the proposed reinvestment zone;

- (b) That the boundaries of the Knox-Gilliland Reinvestment Zone should be the area described in the legal description and corresponding map attached hereto as Exhibit "A," which is incorporated herein by reference for all purposes;
- (c) That creation of the Knox-Gilliland Reinvestment Zone will result in benefits to the County and to land included in the reinvestment zone and that the improvements sought are feasible and practical; and
- (d) The Knox-Gilliland Reinvestment Zone meets the criteria set forth in Chapter 312 of the Texas Tax Code for the creation of a reinvestment zone as set forth in the Property Redevelopment and Tax Abatement Act, as amended, and the Guidelines, in that it is reasonably likely as a result of the designation to contribute to the retention or expansion of primary employment or to attract investment in the zone that would be a benefit to the property and that would contribute to the economic development of the County, and that the entire tract of land is located entirely within an unincorporated area of the County.

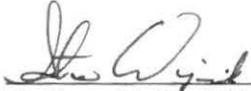
SECTION 3. That pursuant to the Property Redevelopment and Tax Abatement Act, as amended, and the Guidelines, the County Commissioners Court hereby creates the Knox-Gilliland Reinvestment Zone; a reinvestment zone for commercial-industrial tax abatement encompassing only the area described on and as shown on the map in Exhibit A, and such reinvestment zone is hereby designated and shall hereafter be referred to as the Knox-Gilliland Reinvestment Zone.

SECTION 4. That the Knox-Gilliland Reinvestment Zone shall take effect on the date of this Resolution and shall remain designated as a commercial-industrial reinvestment zone for a period of five (5) years from such date of designation, and may be renewed for an additional five (5) year period thereafter.

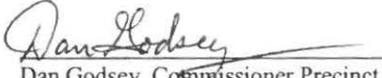
SECTION 5. That if any section, paragraph, clause or provision of this Resolution shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause, or provision shall not affect any of the remaining provisions of this Resolution.

SECTION 6. That it is hereby found, determined and declared that a sufficient notice of the date, hour, place and subject, of the meeting of the County Commissioners Court at which this Resolution was adopted was posted at a place convenient and readily accessible at all times as required by the Texas Open Meetings Act, Texas Government Code, Chapter 551, as amended, and that a public hearing was held prior to the designation of such reinvestment zone and that proper notice of the hearing was published in the official newspaper of general circulation within the County, and furthermore, such notice was in fact delivered to the presiding officer of any affected taxing entity as prescribed by the Property Redevelopment and Tax Abatement Act.

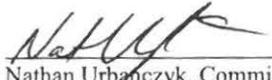
PASSED, APPROVED AND ADOPTED on this the 24th day of August, 2017.


The Honorable Stan Wojcik, County Judge


Johnny McCown, Commissioner Precinct 1


Dan Godsey, Commissioner Precinct 2


Jimmy Urbanczyk, Commissioner Precinct 3


Nathan Urbanczyk, Commissioner Precinct 4

Attest:

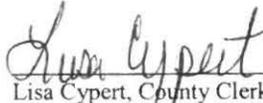

Lisa Cypert, County Clerk

EXHIBIT A
LEGAL DESCRIPTION AND MAP OF
KNOX-GILLILAND REINVESTMENT ZONE

The Knox-Gilliland Reinvestment Zone is comprised of the following parcels located in Knox County, Texas. In the event of discrepancy between the following legal description and the attached map, the map shall control; provided however, the Knox-Gilliland Reinvestment Zone shall in no way be deemed to include any portion of any municipality.

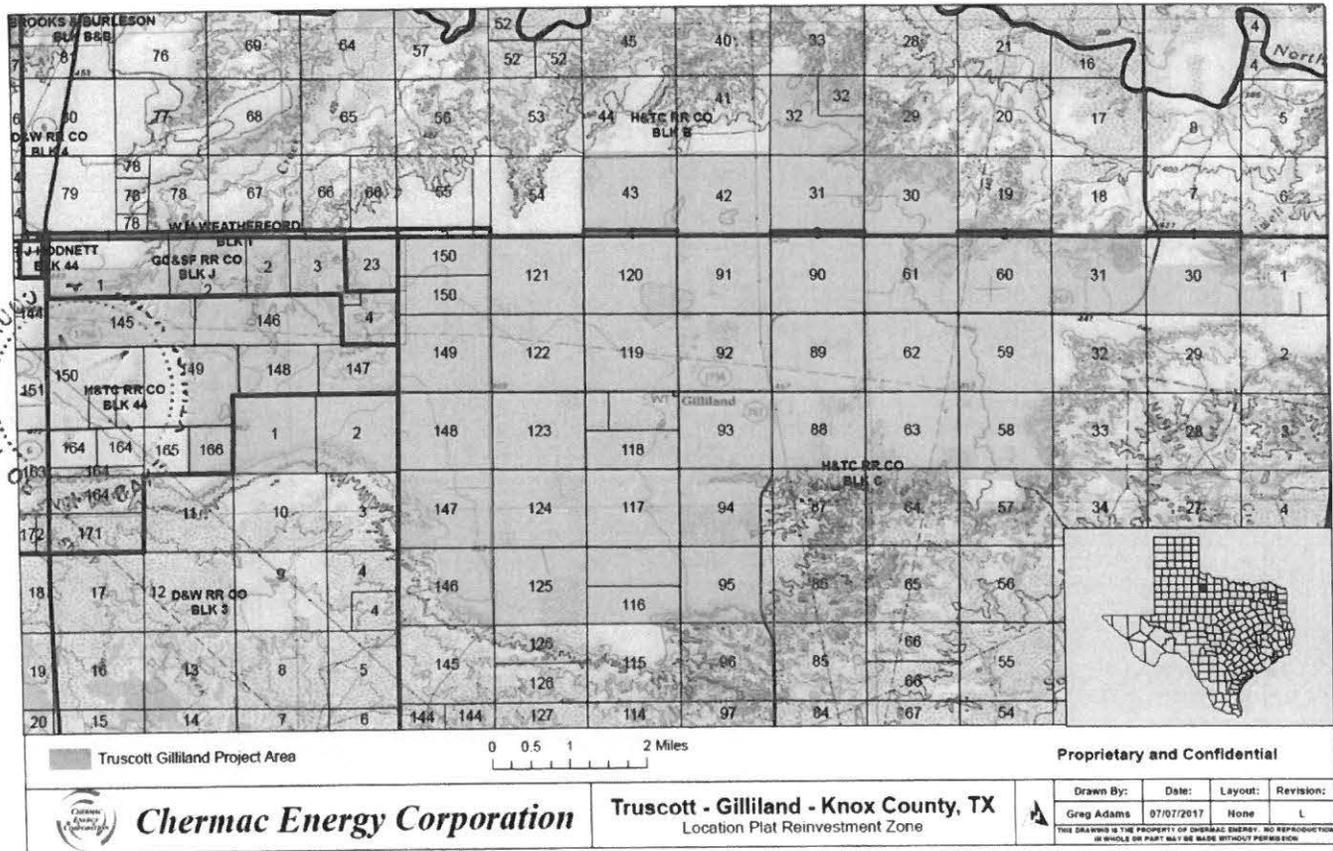
Legal Description:

Twenty-six thousand four hundred (26,400) acres, more or less, all in Sections 19, 30, 31, 32, 42, 43 and 78 Blk B H&TC RR Co. Survey; Sections 1, 30, 31, 58, 59, 60, 61, 62, 63, 88, 89, 90, 91, 92, 93, 94, 95, 116, 117, 118, 119, 120, 121, 122, 123, 124, 125, 126, 146, 147, 148, 149, and 150 Blk C H&TC RR Co. Survey; Sections 1, 2, 3, 4, and 23 Blk J GC&SF RR Co. Survey; Sections 145, 146, 147, 149, and 166 Blk 44 H&TC RR Co. Survey; Sections 1 and 2 Blk 3 D&W RR Co. Survey, save and except any and all areas in the taxing jurisdiction of any municipality located therein, if any.

000174

EXHIBIT A (CONTINUED)
MAP OF
KNOX-GILLILAND REINVESTMENT ZONE

SEE ATTACHED MAP



**RESOLUTION OF THE BOARD OF
DIRECTORS OF KNOX COUNTY HOSPITAL
DISTRICT**

A RESOLUTION CONSENTING TO THE ASSIGNMENT OF TAX ABATEMENT AGREEMENT WITH KNOX COUNTY HOSPITAL DISTRICT FROM TRUSCOTT GILLILAND WIND, LLC TO TG EAST WIND PROJECT LLC FOR THE TRUSCOTT GILLILAND EAST PROJECT

WHEREAS, Knox County Hospital District (the “**Hospital District**”) entered into a Tax Abatement Agreement with Truscott Gilliland Wind, LLC, for the Truscott Gilliland East Wind Project dated September 18, 2017 (the “**Abatement Agreement**”), and seeks the consent of the Hospital District to the assignment of the Abatement Agreement to TG East Wind Project LLC, a Delaware limited liability company authorized to do business in Texas, who will own and develop the Truscott Gilliland East Wind Project and will construct the Improvements as defined in the Abatement Agreement;

WHEREAS, on this date, a hearing before the Board of Directors of Hospital District was held, such date following due notice in accordance with applicable laws by the Hospital District;

WHEREAS, the Board of Directors of the Hospital District at such hearing considered all evidence and decided to grant such consent to the assignment of the Abatement Agreement to TG East Wind Project LLC.

BE IT RESOLVED BY BOARD OF DIRECTORS OF THE HOSPITAL DISTRICT:

SECTION 1. That the facts and recitations contained in the recitals of this Resolution are hereby found and declared to be true and correct.

SECTION 2. That the Board of Directors of the Hospital District, after conducting such hearing and having considered all relevant matters thereto, has made the following findings and determinations based on the evidence and testimony presented to it:

- (a) That Truscott Gilliland Wind, LLC seeks the consent of the Hospital District to the assignment of the Abatement Agreement to TG East Wind Project LLC (the “Assignee”).
- (b) That the hearing on granting such consent has been properly called, held, and conducted, and that notice of such hearing has been posted as required by law;
- (c) That the Hospital District has been provided the “Background Information” regarding the Assignee and copy of tax certificates as required by the Abatement Agreement, and that the Hospital District finds:
 - (i) the Assignee is reasonably expected to have, during the term of this Agreement, annual revenues sufficient to comply with the Abatement

Agreement and to pay the ad valorem tax assessments from the Hospital District as they are made, and that the Assignee has the financial ability to abide by all terms and conditions set forth therein,

- (ii) the Assignee has no record of violations or defaults with respect to its operations of wind projects that would indicate that the Assignee does not have the capability and reliability to perform the requirements of the Abatement Agreement;
 - (iii) the Assignee has complied with each of the conditions to assignment set forth in Section 6.4 of the Abatement Agreement; and
 - (iv) no event of default exists under the Abatement Agreement.
- (d) That the Hospital District hereby grants consent to the assignment of the Abatement Agreement to TG East Wind Project LLC.
 - (e) That the Hospital District Administrator is hereby authorized by the Board of Directors of the Hospital District to sign the Consent to Assignment of the Abatement Agreement to TG East Wind Project LLC on behalf of the Hospital District included in the Addendum to Tax Abatement Agreement and Consent to Assignment attached hereto as Exhibit A.

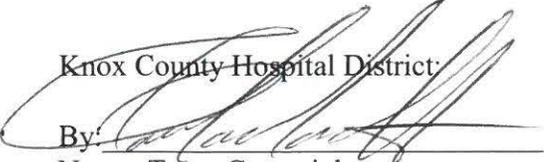
SECTION 3. That if any section, paragraph, clause or provision of this Resolution shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause, or provision shall not affect any of the remaining provisions of this Resolution.

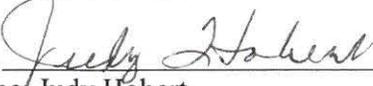
SECTION 4. That it is hereby found, determined, and declared that a sufficient notice of the date, hour, place, and subject of the meeting of the Board of Directors of the Hospital District at which this Resolution was adopted was posted at a place convenient and readily accessible at all times as required by the Texas Open Meetings Act, Texas Government Code, Chapter 551, as amended.

[SIGNATURE PAGE FOLLOWS.]

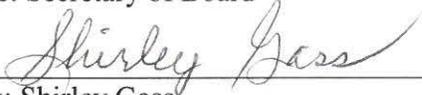
PASSED, APPROVED AND ADOPTED on this the 19th day of February, 2018.

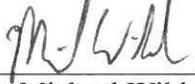
Knox County Hospital District:

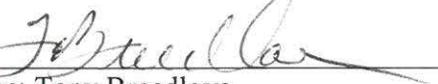
By: 
Name: Tracy Cartwright
Office: President of Board

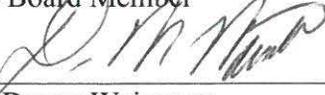
By: 
Name: Judy Hobert
Office: Vice President of Board

By: 
Name: Jo Ann Albus
Office: Secretary of Board

By: 
Name: Shirley Gass
Office: Board Member

By: 
Name: Michael Wilde
Office: Board Member

By: 
Name: Tony Breedlove
Office: Board Member

By: 
Name: Danny Wainscott
Office: Board Member

By: 
Name: Stephen Kuehler
Knox County Hospital Administrator

ADDENDUM TO TAX ABATEMENT AGREEMENT AND CONSENT TO ASSIGNMENT

WHEREAS, Knox County Hospital District (the “**Hospital District**”) entered into a Tax Abatement Agreement with Truscott Gilliland Wind, LLC (“**Assignor**”), for the Truscott Gilliland East Wind Project dated September 18, 2017 (the “**Abatement Agreement**”), and Assignor desires to assign all of its rights, title and interests in and to the Abatement Agreement to TG East Wind Project LLC, a Delaware limited liability company (“**Assignee**”), and Assignor and Assignee seek the consent of the Hospital District to the assignment of the Abatement Agreement;

WHEREAS, in a public hearing held by the Hospital District on February 19, 2018, the Hospital District approved such assignment and consents thereto;

FOR AND IN CONSIDERATION of the above recital and other good and valuable consideration:

1. Assignor assigns all right, title and interest of Assignor in the Abatement Agreement to Assignee.
2. Assignee accepts such assignment and assumes and agrees to timely discharge all covenants and obligations undertaken by Owner under the terms of this Abatement Agreement.
3. Hospital District consents to such assignment.

Signed this 19 day of Feb, 2018.

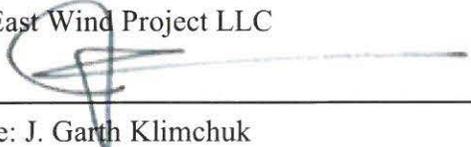
Knox County Hospital District

By: 
Stephen Kuehler, Knox County Hospital Administrator

Truscott Gilliland Wind, LLC

By: 
Jaime L. McAlpine, Sole Manager

TG East Wind Project LLC

By: 
Name: J. Garth Klimchuk
Title: Managing Member

Attachment 17

Signature and Certification page, signed and dated by Authorized School District Representative and Authorized Company Representative (applicant).

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 Olivia DEL HIERRO GLORIA Superintendent

sign here Olivia Del Hierro Gloria 6/11/2018

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 Donald J Curry President

sign here Donald J Curry 06/11/2018



(Notary Seal)

GIVEN under my hand and seal of office this, the 11 day of June 2018. Notary Public in and for the State of Maine. My Commission expires: June 12, 2021

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.