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Jay Youngblood
Tyler, Texas

John J. Janssen, Ph.D.
Corpus Christi, Texas

Rick W. Powell
Pittsburg/Lewisville, Texas

August 22, 2018

Via Hand Delivery

Local Government Assistance & Economic Analysis
Texas Comptroller of Public Accounts
111 E. 17th Street
Austin, Texas 78774

Re: Application for a Chapter 313 Value Limitation Agreement between the Crockett County Consolidated Common School District and White Mesa Wind, LLC

First Year of Qualifying Time Period: 2019
First Year of Limitation: 2020

Dear Local Government Assistance and Economic Analysis Division:

The Crockett County Consolidated Common School District Board of Trustees approved the enclosed Application for Limitation on Appraised Value of Property for School District Maintenance and Operations Taxes at a duly called meeting held on July 18th, 2018. The Application was determined to be complete on August 21, 2018. The proposed project is a new wind-powered electricity generating facility.

A copy is being provided to the Crockett County Appraisal District by copy of this correspondence. The Board of Trustees believes this project will be beneficial to the District and looks forward to your review and certification of this Application.

Thank you so much for your kind attention to this matter.

Respectfully submitted,

A handwritten signature in blue ink that reads "Sara Leon".

Sara Hardner Leon

SHL:sl

Enclosures

cc: *Via Electronic Mail:* janet.thompson@co.crockett.tx.us
Ms. Janet Thompson, Chief Appraiser, Crockett County Appraisal District

Via Electronic Mail: raul.chavarria@ozonascchools.net
Mr. Raul Chavarria, Superintendent of Schools, Crockett County CCSD

Via Electronic Mail: faith.tyler@apexcleanenergy.com
Ms. Faith Tyler, Project Developer, Apex Clean Energy

1001 ESE Loop 323, Ste. 450
Tyler, Texas 75701
t: 903-526-6618
f: 903-526-5766

115 Wild Basin Rd., Ste. 106
Austin, Texas 78746
t: 512-494-1177
f: 512-494-1188
800-494-1971

www.powell-leon.com

802 N. Carancahua, Ste. 665
Corpus Christi, Texas 78401
t: 361-452-2804
f: 361-452-2743

Tab 1

Page 1 through 11 of Application

See attached.

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

Date Application Received by District

First Name

Last Name

Title

School District Name

Street Address

Mailing Address

City

State

ZIP

Phone Number

Fax Number

Mobile Number (optional)

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)*

First Name Last Name

Title

Firm Name

Phone Number Fax Number

Mobile Number *(optional)* Email Address

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

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)*

First Name Last Name

Title Organization

Street Address

Mailing Address

City State ZIP

Phone Number Fax Number

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.

First Name Last Name

Title Organization

Street Address

Mailing Address

City State ZIP

Phone Number Fax Number

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)

First Name

Last Name

Title

Firm Name

Phone Number

Fax Number

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? _____
2. List the Texas Taxpayer I.D. number of entity subject to Tax Code, Chapter 171 (11 digits) _____
3. List the NAICS code _____
4. Is the applicant a party to any other pending or active Chapter 313 agreements? Yes No
 4a. If yes, please list application number, name of school district and year of agreement

SECTION 5: Applicant Business Structure

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

SECTION 6: Eligibility Under Tax Code Chapter 313.024

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

SECTION 7: Project Description

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

| | |
|---|--|
| <input type="checkbox"/> Land has no existing improvements | <input 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 _____
2. Commencement of construction _____
3. Beginning of qualifying time period _____
4. First year of limitation _____
5. Begin hiring new employees _____
6. Commencement of commercial operations _____
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? _____

SECTION 10: The Property

1. Identify county or counties in which the proposed project will be located _____
2. Identify Central Appraisal District (CAD) that will be responsible for appraising the property _____
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: _____ (Name, tax rate and percent of project) City: _____ (Name, tax rate and percent of project)
 Hospital District: _____ (Name, tax rate and percent of project) Water District: _____ (Name, tax rate and percent of project)
 Other (describe): _____ (Name, tax rate and percent of project) Other (describe): _____ (Name, tax rate and percent of project)
5. Is the project located entirely within the ISD listed in Section 1? Yes No
 5a. If no, attach in **Tab 6** additional information on the project scope and size to assist in the economic analysis.
6. Did you receive a determination from the Texas Economic Development and Tourism Office that this proposed project and at least one other project seeking a limitation agreement constitute a single unified project (SUP), as allowed in §313.024(d-2)? Yes No
 6a. If yes, attach in **Tab 6** supporting documentation from the Office of the Governor.

SECTION 11: Investment

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

1. At the time of application, what is the estimated minimum qualified investment required for this school district? _____
2. What is the amount of appraised value limitation for which you are applying? _____
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? _____

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): \$ _____
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): \$ _____

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)?
2. What is the last complete calendar quarter before application review start date:
 First Quarter Second Quarter Third Quarter Fourth Quarter of _____
(year)
3. What were the number of permanent jobs (more than 1,600 hours a year) this applicant had in Texas during the most recent quarter reported to the Texas Workforce Commission (TWC)?

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?
5. What is the number of new non-qualifying jobs you are estimating you will create?
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
 - b. 110% of the average weekly wage for manufacturing jobs in the county is **N/A**
 - c. 110% of the average weekly wage for manufacturing jobs in the region is
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?
10. What is the annual wage you are committing to pay for each of the new qualifying jobs you create on the qualified property?
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**.

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.

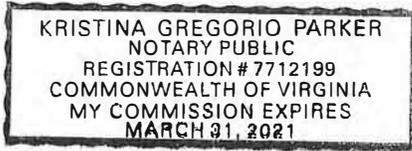
print here → Raul Chavarria Title Supt. of Schools
Print Name (Authorized School District Representative)
sign here → *Raul Chavarria* Date 7-10-18
Signature (Authorized School District Representative)

2. Authorized Company Representative (Applicant) Signature and Notarization

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

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

print here → Ken Young Title COO
Print Name (Authorized Company Representative (Applicant))
sign here → *Ken Young* Date 7/16/18
Signature (Authorized Company Representative (Applicant))



(Notary Seal)

GIVEN under my hand and seal of office this, the

16 day of July, 2018

Kristina Parker
 Notary Public in and for the State of ~~Texas~~ Virginia

My Commission expires: 3/31/21

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.

APPLICATION TAB ORDER FOR REQUESTED ATTACHMENTS

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

Tab 2

Proof of Payment of Application Fee

Proof of payment attached.

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)*

Tab 3

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

White Mesa Wind, LLC is included as an affiliate entity on the combined group Texas franchise tax report filed by Apex Clean Energy Holdings, LLC under Texas Taxpayer Number 32051152893. A copy of Form 05-165 listing White Mesa Wind, LLC as an affiliate entity on the combined group's franchise tax report for Report Year 2018 is attached to this Tab 3.

Texas Franchise Tax Extension Affiliate List

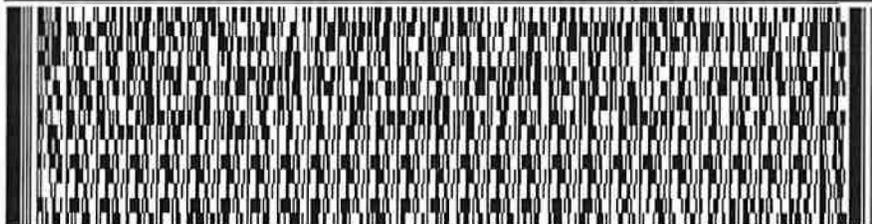
Tcode 13298

| | | |
|---|-----------------------|---|
| ■ Reporting entity taxpayer number 32051152893 | ■ Report year 2018 | Reporting entity taxpayer name APEX CLEAN ENERGY HOLDINGS, LLC |
|---|-----------------------|---|

| LEGAL NAME OF AFFILIATE | AFFILIATE'S TEXAS TAXPAYER NUMBER (if none, enter FEI number) | BLACKEN BOX IF AFFILIATE DOES NOT HAVE NEXUS IN TEXAS |
|--|--|---|
| 1. APEX SOUTH TEXAS WIND, LLC | 32050705865 | <input type="checkbox"/> |
| 2. APEX WIND ASSET MGMT, LLC | 32061018423 | <input type="checkbox"/> |
| 3. APEX WIND CONSTRUCTION, LLC | 32061018399 | <input type="checkbox"/> |
| 4. COLDWATER WIND, LLC | 32052008615 | <input type="checkbox"/> |
| 5. HARMONY WIND, LLC (FKA DOLPHIN FLOYD WIND, LLC) | 32060172791 | <input type="checkbox"/> |
| 6. ESPIRITU WIND, LLC | 32058255459 | <input type="checkbox"/> |
| 7. FLOYD COUNTY INTERCONNECT, LLC | 32061782077 | <input type="checkbox"/> |
| 8. OSWPS HOLDINGS, LLC | 32059746779 | <input type="checkbox"/> |
| 9. PERRYTON INTERCONNECT, LLC | 32058644447 | <input type="checkbox"/> |
| 10. PERRYTON LAND HOLDINGS, LLC | 32060322271 | <input type="checkbox"/> |
| 11. PERRYTON PLAINS WIND, LLC | 32058519797 | <input type="checkbox"/> |
| 12. PERRYTON WIND HOLDINGS II, LLC | 32059761083 | <input type="checkbox"/> |
| 13. PERRYTON WIND HOLDINGS, LLC | 32059746662 | <input type="checkbox"/> |
| 14. PERRYTON WIND, LLC | 32051914011 | <input type="checkbox"/> |
| 15. PUMPKIN FARM WIND, LLC | 32059163082 | <input type="checkbox"/> |
| 16. SAN PATRICIO WIND I, LLC | 12636356557 | <input type="checkbox"/> |
| 17. SWINFORD WIND, LLC | 32060322230 | <input type="checkbox"/> |
| 18. OSLO WIND, LLC | 32053841212 | <input type="checkbox"/> |
| 19. APEX CLEAN ENERGY MANAGEMENT, LLC | 32065609771 | <input type="checkbox"/> |
| 20. BLACK ANGUS WIND, LLC | 32065383666 | <input type="checkbox"/> |
| 21. BRUNI WIND, LLC | 32065710413 | <input type="checkbox"/> |

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

Texas Comptroller Official Use Only



| | | | |
|-------|--------------------------|----|--------------------------|
| VE/DE | <input type="checkbox"/> | FM | <input type="checkbox"/> |
|-------|--------------------------|----|--------------------------|



Texas Franchise Tax Extension Affiliate List

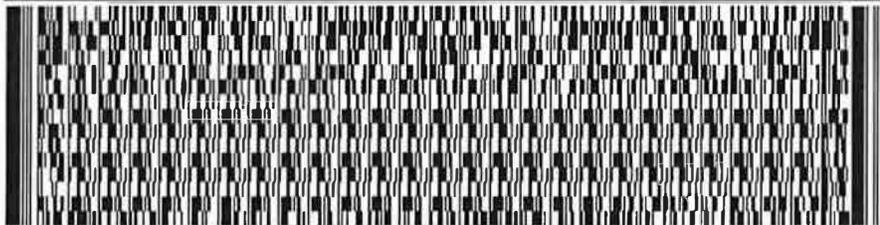
■ Tcode 13298

| | | |
|--|------------------------------|--|
| ■ Reporting entity taxpayer number 32051152893 | ■ Report year 2018 | Reporting entity taxpayer name APEX CLEAN ENERGY HOLDINGS, LLC |
|--|------------------------------|--|

| LEGAL NAME OF AFFILIATE | AFFILIATE'S TEXAS TAXPAYER NUMBER (If none, enter FEI number) | BLACKEN BOX IF AFFILIATE DOES NOT HAVE NEXUS IN TEXAS |
|-----------------------------|--|---|
| 1. CLEARFORK SOLAR, LLC | 32066664882 | <input type="checkbox"/> |
| 2. GALLANT WIND, LLC | 32065631908 | <input type="checkbox"/> |
| 3. GRAPE CREEK WIND, LLC | 32065312137 | <input type="checkbox"/> |
| 4. LAREDO WIND, LLC | 32065490677 | <input type="checkbox"/> |
| 5. PUMPKIN FARM SOLAR, LLC | 32063876414 | <input type="checkbox"/> |
| 6. REEVES SOLAR, LLC | 32066582134 | <input type="checkbox"/> |
| 7. STALLION RUN WIND, LLC | 32065631932 | <input type="checkbox"/> |
| 8. WHITE MESA WIND, LLC | 32065462809 | <input type="checkbox"/> |
| 9. YORKVILLE SOLAR, LLC | 32065202809 | <input type="checkbox"/> |
| 10. YTURRIA RANCH WIND, LLC | 32065175500 | <input type="checkbox"/> |
| 11. | | <input type="checkbox"/> |
| 12. | | <input type="checkbox"/> |
| 13. | | <input type="checkbox"/> |
| 14. | | <input type="checkbox"/> |
| 15. | | <input type="checkbox"/> |
| 16. | | <input type="checkbox"/> |
| 17. | | <input type="checkbox"/> |
| 18. | | <input type="checkbox"/> |
| 19. | | <input type="checkbox"/> |
| 20. | | <input type="checkbox"/> |
| 21. | | <input type="checkbox"/> |

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

Texas Comptroller Official Use Only



| | | | |
|-------|--------------------------|----|--------------------------|
| VE/DE | <input type="checkbox"/> | FM | <input type="checkbox"/> |
|-------|--------------------------|----|--------------------------|



Texas Franchise Tax Extension Request

■ Tcode 13258 ANNUAL

| | | |
|-------------------|---------------|------------|
| ■ Taxpayer number | ■ Report year | Due date |
| 32051152893 | 2018 | 05/15/2018 |

| | | | | | |
|--|-------------|----------------|--------------------------|--|--|
| Taxpayer name APEX CLEAN ENERGY HOLDINGS, LLC | | | | Secretary of State file number or Comptroller file number | |
| Mailing address 310 4TH STREET NE, SUITE 200 | | | | 0802838280 | |
| City CHARLOTTESVILLE | State VA | Country USA | ZIP code plus 4 22902 | Blacken box if the address has changed ■ <input type="checkbox"/> | |
| Blacken box if this is a combined report <input checked="" type="checkbox"/> | | | | | |

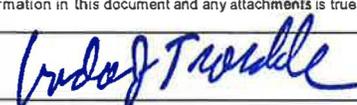
If this extension is for a combined group, you must also complete and submit Form 05-165.

Note to mandatory Electronic Fund Transfer(EFT) payers:
 When requesting a second extension do not submit an Affiliate List Form 05-165.

1. Extension payment (Dollars and cents)

1. ■

| | |
|--|-----------|
| | 235000.00 |
|--|-----------|

| | | |
|---|-----------------|--|
| Print or type name G. JAMES TROUSDALE | | Area code and phone number (434) 220-7595 |
| I declare that the information in this document and any attachments is true and correct to the best of my knowledge and belief. | | Mail original to: Texas Comptroller of Public Accounts P.O. Box 149348 Austin, TX 78714-9348 |
| sign here ▶  | Date 4/27/18 | |

Instructions for each report year are online at www.comptroller.texas.gov/taxes/franchise/forms. If you have any questions, call 1-800-252-1381.

Taxpayers who paid \$10,000 or more during the preceding fiscal year (Sept. 1 thru Aug. 31) are required to electronically pay their franchise tax.
 For more information visit www.comptroller.texas.gov/taxes/franchise/filing-requirements.php.

Texas Comptroller Official Use Only



| | |
|---------|--------------------------|
| VE/DE | <input type="checkbox"/> |
| PM Date | <input type="checkbox"/> |



7003

Detailed description of the project

Apex Clean Energy Holdings, LLC (“Apex”) <http://www.apexcleanenergy.com/> is an independent renewable energy company based in Charlottesville, VA. Since its founding in 2009, Apex has become one of the fastest-growing companies in the industry. Apex has completed construction of wind facilities and started construction on additional projects in Illinois, Texas, and Oklahoma. Operating assets under management by Apex have grown to approximately 1000 MW as of the first quarter of 2018. The company has a diversified portfolio of over 14,000 MW of wind energy facilities in development around the country (including over 1000 MW in Texas) and owns several operating solar PV assets. The company’s management team comprises experts from throughout the industry whose collective prior experience includes the development, financing, construction and operation of over \$10 billion in wind and solar energy facilities now operating in the United States.

White Mesa Wind, LLC is proposing to construct, operate, and maintain a renewable energy facility (the “Project”) utilizing wind-powered electric generation equipment to be located in Crockett County, Texas. The Project will expand the local tax base in the County and contribute to employment in the County without triggering any new burden to shared services. The Project will be located in Crockett County Consolidated Common School District.

The overall Project is anticipated to have a capacity of 500 MW consisting of 200 GE 2.5 MW wind turbines. Construction of the Project is expected to begin in the first Quarter of 2019 with completion by the end of 2019.

The Project will interconnect into the ERCOT market’s power grid at the substation located in Schneeman substation located in Crockett County. An approximately 22-mile transmission line will connect the Project’s collector substation to the ERCOT substation.

The Project is expected to be operational for 30 years or more. The Project site is well-suited for energy development alongside current agricultural use and is considered low-risk.

Documentation to assist in determining if limitation is a determining factor

Apex, the ultimate parent company of White Mesa Wind, LLC, has been in the renewable energy sector for over nine years and has capabilities in the development, financing, construction and operation of over 14,000 MW of independent power assets throughout the United States, of which over 1000 MW have the opportunity to be developed in Texas.

The Project is in the middle stages of development as of the date of this application. This Project was selected as a candidate to explore for development because of the fertile wind resource and investment made in Crockett, access to the ERCOT market, and the favorable property tax incentives under the Tax Code, including the potential availability of tax abatement agreements under Tax Code Chapter 312 and a value limitation agreement under Tax Code Chapter 313.

The approval of the Project's application for a Chapter 313 Appraised Value Limitation remains an essential factor in the Project being selected for development by Apex. A myriad of variables remain undetermined at this early stage, and Apex could elect to allocate resources to other developable counties and/or states competing for similar projects where Apex has land interests.

Apex would like to develop and build its proposed project, but given the number of undetermined variables at this early stage, a Chapter 313 Appraised Value Limitation Agreement is necessary to make the economics of the project viable by providing relief for the greatest operational cost of the project. If Apex cannot secure a Chapter 313 Appraised Value Limitation Agreement, resources will be likely reallocated to other developable counties and/or states competing for similar projects where Apex has land interests. Apex is currently developing the following facilities that are competing for investment capital with the proposed project in Crockett County:

- a. A large wind farm in Illinois known internally as "Lincoln Land";
- b. A large wind farm in Minnesota known internally as "Big Bend" ;
- c. A large wind farm in Michigan known internally as "Isabella";
- d. A large wind farm in Indiana known internally as "Roaming Bison";
- e. A large wind farm in Colorado known internally as "Antelope Creek"; and
- f. A large wind farm in New Mexico known internally as "Grady Martin."

Tab 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)

Not applicable.

Description of Qualified Investment

The qualified investment is expected to consist of approximately 200 GE 2.5 MW wind turbines for a total operating capacity of approximately 500 MW. In addition to the wind turbines, electrical connections will be installed to permit the interconnection and transmission of electricity generated by the wind turbines. There will also be located within the project boundary an electrical substation; a transmission line to the interconnection point to the northwest of the project site; permanent buildings and offices; office equipment and computers; anemometer towers; electrical transmission interconnects, cables, towers, and control systems for commercial generation of electricity; fencing and other equipment as needed for safety and security; and other personal property supporting the Project.

The Project will lease land from local land owners. The expected project area for the entire Project is approximately 118,608 acres.

Description of Qualified Property

The qualified property is expected to consist of approximately 200 GE 2.5 MW wind turbines for a total operating capacity of approximately 500 MW. In addition to the wind turbines, electrical connections will be installed to permit the interconnection and transmission of electricity generated by the wind turbines. There will also be located within the project boundary an electrical substation; a transmission line to the interconnection point to the northwest of the project site; permanent buildings and offices; office equipment and computers; anemometer towers; electrical transmission interconnects, cables, towers, and control systems for commercial generation of electricity; fencing and other equipment as needed for safety and security; and other personal property supporting the Project.

Tab 9

Description of Land

See the maps attached as Tab 11.

The Land included in the Project will include all or portions of the following parcels (all located in Crockett County):

| Survey | Block | Section | | |
|---------------|--------------|----------------|------------------|--|
| UL | 51 | 6 | | |
| UL | 46 | 6 | | |
| UL | 46 | 7 | | |
| UL | 46 | 8 | | |
| UL | 46 | 9 | | |
| UL | 51 | 5 | | |
| UL | 46 | 10 | | |
| UL | 51 | 4 | | |
| UL | 45 | 6 | | |
| GC&SF RR CO | 10 | 6 | SCHNEEMANN, W JR | |
| UL | 45 | 7 | | |
| D&SE RR CO | 9 | 3 | | |
| UL | 46 | 14 | | |
| UL | 46 | 13 | | |
| UL | 46 | 12 | | |
| UL | 46 | 11 | | |
| UL | 46 | 15 | | |
| UL | 51 | 7 | | |
| UL | 51 | 8 | | |
| UL | 51 | 9 | | |
| UL | 45 | 15 | | |
| UL | 45 | 14 | | |
| UL | 45 | 13 | | |
| UL | 46 | 18 | | |
| UL | 46 | 19 | | |
| UL | 46 | 17 | | |
| UL | 46 | 20 | | |
| UL | 45 | 16 | | |
| UL | 45 | 18 | | |
| UL | 45 | 17 | | |
| UL | 46 | 23 | | |
| UL | 46 | 22 | | |
| UL | 46 | 24 | | |

| Survey | Block | Section | | |
|------------------|-------|---------|---------------|--|
| UL | 45 | 23 | | |
| UL | 46 | 21 | | |
| UL | 45 | 24 | | |
| UL | 45 | 25 | | |
| UL | 46 | 28 | | |
| UL | 46 | 29 | | |
| UL | 45 | 26 | | |
| UL | 45 | 27 | | |
| UL | 46 | 30 | | |
| UL | 46 | 27 | | |
| MRS OGLESBY, M J | 400 | 2 | GRAHAM, S | |
| CHAMBERS CSL | | 4 | | |
| GC&SF RR CO | UV | 2 | THOMPSON, G L | |
| GC&SF RR CO | UV | 3 | | |
| GC&SF RR CO | UV | 4 | THOMPSON, G L | |
| WOODROW, S K | A 3 | 5 | | |
| SAVAGE, D | A 3 | 4 | | |
| GC&SF RR CO | OP | 61 | | |
| GC&SF RR CO | OP | 85 | | |
| GC&SF RR CO | OP | 59 | | |
| GC&SF RR CO | OP | 84 | BAZE, G | |
| GC&SF RR CO | UV | 5 | | |
| GC&SF RR CO | OP | 62 | MASSIE, R | |
| GC&SF RR CO | OP | 86 | BAZE, G | |
| GC&SF RR CO | UV | 16 | THOMPSON, G L | |
| GC&SF RR CO | OP | 58 | BAZE, G | |
| GC&SF RR CO | OP | 83 | | |
| GC&SF RR CO | OP | 86 | MASSIE, R | |
| GC&SF RR CO | UV | 6 | HARVICK, J A | |
| GC&SF RR CO | UV | 25 | | |
| GC&SF RR CO | OP | 63 | | |
| GC&SF RR CO | OP | 87 | | |
| GC&SF RR CO | UV | 15 | | |
| GC&SF RR CO | OP | 57 | | |
| GC&SF RR CO | UV | 7 | | |
| GC&SF RR CO | OP | 82 | MASSIE, R | |
| GC&SF RR CO | UV | 26 | HARVICK, J A | |
| GC&SF RR CO | OP | 64 | BAZE, G | |
| GC&SF RR CO | OP | 88 | HARVICK, J A | |
| GC&SF RR CO | UV | 14 | HARVICK, J A | |

| Survey | Block | Section | | |
|-------------|-------|---------|---------------|--|
| GC&SF RR CO | OP | 81 | | |
| GC&SF RR CO | UV | 8 | HARVICK, J A | |
| UL | 45 | 9 | | |
| UL | 45 | 8 | | |
| UL | 45 | 10 | | |
| UL | 45 | 12 | | |
| UL | 45 | 11 | | |
| UL | 42 | 1 | | |
| UL | 45 | 19 | | |
| UL | 45 | 20 | | |
| UL | 42 | 12 | | |
| UL | 42 | 11 | | |
| UL | 42 | 10 | | |
| UL | 45 | 22 | | |
| UL | 45 | 21 | | |
| UL | 42 | 13 | | |
| UL | 42 | 14 | | |
| UL | 42 | 15 | | |
| UL | 45 | 29 | | |
| UL | 45 | 28 | | |
| UL | 45 | 30 | | |
| UL | 42 | 24 | | |
| UL | 42 | 23 | | |
| UL | 42 | 21 | | |
| UL | 42 | 22 | | |
| UL | 42 | 20 | | |
| UL | 42 | 19 | | |
| UL | 39 | 30 | | |
| UL | 39 | 29 | | |
| GC&SF RR CO | AB | 8 | CRAWFORD, C W | |
| BS&F | | 1 | | |
| ADAMS, R | AB | 23 | | |
| GC&SF RR CO | AB | 7 | | |
| HALEY, J | AB | 6 | | |
| BS&F | | 2 | CROUCH, G B | |
| D&SE RR CO | AB | 9 | | |
| GC&SF RR CO | AB | 22 | CRAWFORD, C W | |
| D&SE RR CO | AB | 10 | MONTAGUE, J | |
| D&SE RR CO | AB | 11 | | |
| D&SE RR CO | AB | 12 | MONTAGUE, J | |

| Survey | Block | Section | | |
|----------------------|-------|---------|---------------|----------|
| D&SE RR CO | AB | 13 | | |
| RUNNELS CSL | | | | |
| RUNNELS CSL | | | | |
| GILL, J T | A3 | 3 | | |
| RUSSELL, J | A 3 | 2 | | |
| SWEAT, G W | A 3 | 1 | | |
| GC&SF RR CO | AB | 21 | | |
| D&SE RR CO | AB | 20 | MONTAGUE, J | |
| D&SE RR CO | AB | 19 | | |
| D&SE RR CO | AB | 17 | | |
| D&SE RR CO | AB | 18 | MONTAGUE, J | |
| D&SE RR CO | AB | 16 | MONTAGUE, J W | |
| D&SE RR CO | AB | 15 | | |
| GC&SF RR CO | 1 | 2 | MONTAGUE, J W | |
| GC&SF RR CO | OP | 36 | BRIGGS, A | |
| GC&SF RR CO | OP | 60 | BRIGGS, A | |
| GC&SF RR CO | OP | 37 | | |
| GC&SF RR CO | OP | 36 | CRAWFORD, C W | |
| GC&SF RR CO | OP | 13 | | |
| GC&SF RR CO | CD | 14 | CLEGG, T J | |
| SUTHERLAND, HRS G | CD | 11 | | |
| BBB&C RR CO | CD | 8 | | |
| D&SE RR CO | CD | 5 | | |
| D&SE RR CO | CD | 4 | MONTAGUE, J | |
| D&SE RR CO | CD | 1 | | |
| GC&SF RR CO | 1 | 6 | CROUCH, G B | |
| GC&SF RR CO | OP | 35 | | |
| GC&SF RR CO | OP | 14 | CRAWFORD, C W | |
| GC&SF RR CO | OP | 12 | CRAWFORD, C W | |
| SILKWOOD, HRS S | CD | 28 | | |
| GC&SF RR CO | OP | 38 | BRIGGS, A | |
| GC&SF RR CO | OP | 14 | BRIGGS, A | |
| GC&SF RR CO | CD | 13 | | |
| MC SHANY, HRS J | | 10 | | |
| CHILDRESS, P L | CD | 28 1/2 | | SF 13137 |
| WOODRUFF, E C | CD | 9 | | |
| BBB&C RR CO | CD | 7 | | |
| D&SE RR CO | CD | 3 | | |
| D&SE RR CO | CD | 6 | MONTAGUE, J W | |

| Survey | Block | Section | | |
|----------------|-------|---------|----------------|----------|
| D&SE RR CO | CD | 2 | CROUCH, G B | |
| GC&SF RR CO | CD | 25 | | |
| GC&SF RR CO | OP | 34 | BRIGGS, A | |
| GC&SF RR CO | OP | 11 | | |
| ROGERS, S | CD | 19 | | |
| GC&SF RR CO | OP | 39 | | |
| GC&SF RR CO | OP | 15 | | |
| GC&SF RR CO | OP | 10 | REILLY, J B | |
| GC&SF RR CO | CD | 16 | REILLY, J B | |
| GC&SF RR CO | GH | 82 | REILLY, J B | |
| GC&SF RR CO | CD | 18 | REILLY, J B | |
| GC&SF RR CO | CD | 18 | KAY, J E | |
| GC&SF RR CO | CD | 17 | | |
| CHILDRESS, P L | CD | 19 1/2 | | SF 13148 |
| BARBEE, C | CD | 20 | | |
| GC&SF RR CO | CD | 21 | | |
| GC&SF RR CO | CD | 22 | MONTAGUE, J W | |
| GC&SF RR CO | CD | 23 | | |
| GC&SF RR CO | CD | 24 | MONTAGUE, J W | |
| GC&SF RR CO | OP | 33 | | |
| GC&SF RR CO | OP | 10 | REILLY, J B | |
| GC&SF RR CO | OP | 10 | CLEGG, T J | |
| GC&SF RR CO | OP | 40 | BAGGETT, K | |
| GC&SF RR CO | OP | 16 | BAGGETT, J M | |
| GC&SF RR CO | GH | 81 | | |
| GC&SF RR CO | GH | 61 | | |
| GC&SF RR CO | GH | 60 | BUCK, A M | |
| GC&SF RR CO | GH | 41 | | |
| GC&SF RR CO | GH | 22 | AUGUSTINE, W H | |
| GC&SF RR CO | GH | 21 | | |
| GC&SF RR CO | GH | 62 | KAY, J E | |
| GC&SF RR CO | GH | 62 | DRAKE, F M | |
| GC&SF RR CO | GH | 42 | BUCK, A M | |
| GC&SF RR CO | GH | 23 | | |
| GC&SF RR CO | GH | 79 | | |
| GC&SF RR CO | GH | 59 | | |
| GC&SF RR CO | GH | 40 | AUGUSTINE, W H | |
| GC&SF RR CO | GH | 20 | MISKELL, D A | |
| GC&SF RR CO | GH | 63 | | |
| GC&SF RR CO | GH | 43 | | |

| Survey | Block | Section | | |
|-------------|-------|---------|-----------------|--|
| GC&SF RR CO | GH | 24 | AUGUSTINE, W H | |
| GC&SF RR CO | GH | 78 | WEAVER, N K | |
| GC&SF RR CO | GH | 64 | BUCK, A M | |
| GC&SF RR CO | GH | 58 | BUCK, A M | |
| GC&SF RR CO | GH | 39 | | |
| GC&SF RR CO | GH | 19 | | |
| GC&SF RR CO | GH | 64 | MOORE, K | |
| GC&SF RR CO | GH | 44 | AUGUSTINE, W H | |
| GC&SF RR CO | GH | 25 | | |
| GC&SF RR CO | GH | 18 | MISKELL, D A | |
| GC&SF RR CO | GH | 77 | | |
| GC&SF RR CO | GH | 57 | | |
| GC&SF RR CO | GH | 38 | SMITH, H D | |
| GC&SF RR CO | GH | 18 | LANTZ, F | |
| GC&SF RR CO | GH | 45 | | |
| GC&SF RR CO | GH | 65 | | |
| GC&SF RR CO | GH | 26 | WEISENBACH, A | |
| GC&SF RR CO | GH | 76 | HIGHTOWER, E C | |
| GC&SF RR CO | GH | 76 | AUGUSTINE, D | |
| GC&SF RR CO | GH | 66 | OVERSTREET, T B | |
| GC&SF RR CO | GH | 66 | MOORE, K | |
| GC&SF RR CO | GH | 56 | DUDLEY, E | |
| GC&SF RR CO | GH | 46 | DUDLEY, E | |
| GC&SF RR CO | GH | 75 | | |
| GC&SF RR CO | GH | 37 | | |
| GC&SF RR CO | GH | 66 | YOUNG, J B | |
| GC&SF RR CO | GH | 55 | | |
| GC&SF RR CO | GH | 27 | | |
| GC&SF RR CO | GH | 46 | YOUNG, J B | |
| GC&SF RR CO | GH | 17 | | |
| GC&SF RR CO | GH | 36 | SMITH, H D | |
| GC&SF RR CO | GH | 16 | CHILDRESS, P L | |
| GC&SF RR CO | GH | 67 | | |
| GC&SF RR CO | GH | 28 | SMITH, H D | |
| GC&SF RR CO | GH | 47 | | |
| GC&SF RR CO | GH | 35 | | |
| GC&SF RR CO | GH | 54 | DUDLEY, E | |
| GC&SF RR CO | GH | 15 | | |
| GC&SF RR CO | GH | 54 | YOUNG, J B | |
| GC&SF RR CO | GH | 68 | YOUNG, MRS M | |

| Survey | Block | Section | | |
|---------------|--------------|----------------|----------------|--|
| GC&SF RR CO | GH | 29 | | |
| GC&SF RR CO | GH | 48 | YOUNG, MRS M | |
| GC&SF RR CO | GH | 68 | FRIEND, J W | |
| GC&SF RR CO | GH | 53 | | |
| GC&SF RR CO | GH | 48 | PRINGLE, W A | |
| GC&SF RR CO | GH | 34 | FRIEND, H J | |
| GC&SF RR CO | GH | 34 | SHATTUCK, W D | |
| GC&SF RR CO | GH | 14 | CHILDRESS, P L | |
| GC&SF RR CO | GH | 69 | | |
| GC&SF RR CO | GH | 30 | NOLEN, W H | |
| GC&SF RR CO | GH | 49 | | |
| GC&SF RR CO | GH | 33 | | |
| GC&SF RR CO | GH | 52 | MC MAHEN, W H | |

Tab 10

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

Not applicable.

Tab 11

Maps

See attached map.

The locations of project improvements shown on the attached map should be considered preliminary and are subject to revision.

Tab 12

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

See attached letter. Based on the attached letter, White Mesa Wind, LLC is committing to creating 13 jobs to support the project.

White Mesa Wind, LLC

Crockett County, Texas

August 1, 2018

Re: White Mesa Wind, LLC Employment Estimate

To whom it may concern:

Wind projects create a large number of construction jobs but require a small number of highly skilled technicians to operate a wind project once commercial operations begin. The permanent employees of a wind farm maintain and service the wind turbines, underground electrical connections, substations and other infrastructure associated with the safe and reliable operation of the project. Based upon Apex's extensive experience in wind development and a survey of experienced developers and operators of large scale wind projects, we find that the industry standard for ratio for permanent employment is one (1) full-time employee for every fifteen (15) turbines. This number can and does vary depending upon the operator, turbine type and size, and support and technical assistance offered by the turbine manufacturer. In addition to the on-site employees described above, there may be asset managers or technicians who supervise, monitor and support wind project operations from off-site locations. Based on the ratio of (1) full-time employee for every fifteen (15) turbines, White Mesa Wind, LLC anticipates creating thirteen (13) new qualifying jobs in Crockett County Consolidated CSD in connection with this project.

Therefore, we respectfully request that the job creation requirement be waived for this project.

If you have any questions please do not hesitate to contact me at (434) 566-3949.

Sincerely,



Faith Tyler, Development Manager

Calculation of three possible wage requirements with TWC documentation

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

| YEAR | PERIOD | AREA | OWNERSHIP | IND-CODE | INDUSTRY | AVG. WEEKLY WAGES |
|---------|---------|----------|-----------|----------|-----------------------|-------------------|
| 2017 | 2nd Qtr | Crockett | Total All | 10 | Total, All Industries | \$740 |
| 2017 | 3rd Qtr | Crockett | Total All | 10 | Total, All Industries | \$747 |
| 2017 | 4th Qtr | Crockett | Total All | 10 | Total, All Industries | \$812 |
| 2018 | 1st Qtr | Crockett | Total All | 10 | Total, All Industries | \$793 |
| Average | | | | | | \$773.00 |

110% of \$773.00 = **\$850.30**

Quarterly Employment and Wages (QCEW)

| Year | Period | Area | Ownership | Division | Level | Ind Code | Industry | Avg Weekly Wages |
|------|---------|-----------------|-----------|----------|-------|----------|-----------------------|------------------|
| 2017 | 2nd Qtr | Crockett County | Total All | 00 | 0 | 10 | Total, all industries | \$740 |
| 2017 | 3rd Qtr | Crockett County | Total All | 00 | 0 | 10 | Total, all industries | \$747 |
| 2017 | 4th Qtr | Crockett County | Total All | 00 | 0 | 10 | Total, all industries | \$813 |
| 2018 | 1st Qtr | Crockett County | Total All | 00 | 0 | 10 | Total, all industries | \$793 |

Quarterly Employment and Wages (QCEW)

Average Weekly Wage for Manufacturing Jobs in Crockett County

NOT AVAILABLE IN TRACER

Average Weekly Wage for Manufacturing Jobs in Region

Concho Valley Council of Governments Annual Wage:

$$\text{\$40,924/52} = \text{\$787.00}$$

$$110\% \text{ of } \text{\$787.00} = \text{\$865.70}$$

(SEE ATTACHED)

**2017 Manufacturing Average Wages by Council of Government Region
Wages for All Occupations**

| COG | Wages | |
|---|---------|----------|
| | Hourly | Annual |
| Texas | \$26.24 | \$54,587 |
| 1. Panhandle Regional Planning Commission | \$23.65 | \$49,190 |
| 2. South Plains Association of Governments | \$19.36 | \$40,262 |
| 3. NORTEX Regional Planning Commission | \$23.46 | \$48,789 |
| 4. North Central Texas Council of Governments | \$26.80 | \$55,747 |
| 5. Ark-Tex Council of Governments | \$18.59 | \$38,663 |
| 6. East Texas Council of Governments | \$21.07 | \$43,827 |
| 7. West Central Texas Council of Governments | \$21.24 | \$44,178 |
| 8. Rio Grande Council of Governments | \$18.44 | \$38,351 |
| 9. Permian Basin Regional Planning Commission | \$26.24 | \$54,576 |
| 10. Concho Valley Council of Governments | \$19.67 | \$40,924 |
| 11. Heart of Texas Council of Governments | \$21.53 | \$44,781 |
| 12. Capital Area Council of Governments | \$31.49 | \$65,497 |
| 13. Brazos Valley Council of Governments | \$17.76 | \$39,931 |
| 14. Deep East Texas Council of Governments | \$17.99 | \$37,428 |
| 15. South East Texas Regional Planning Commission | \$34.98 | \$72,755 |
| 16. Houston-Galveston Area Council | \$28.94 | \$60,202 |
| 17. Golden Crescent Regional Planning Commission | \$26.94 | \$56,042 |
| 18. Alamo Area Council of Governments | \$22.05 | \$48,869 |
| 19. South Texas Development Council | \$15.07 | \$31,343 |
| 20. Coastal Bend Council of Governments | \$28.98 | \$60,276 |
| 21. Lower Rio Grande Valley Development Council | \$17.86 | \$37,152 |
| 22. Texoma Council of Governments | \$21.18 | \$44,060 |
| 23. Central Texas Council of Governments | \$19.30 | \$40,146 |
| 24. Middle Rio Grande Development Council | \$24.07 | \$50,058 |

Source: Texas Occupational Employment and Wages

Data published: July 2018

Data published annually, next update will be July 31, 2019

Note: Data is not supported by the Bureau of Labor Statistics (BLS).

Wage data is produced from Texas OES data, and is not to be compared to BLS estimates.

Data intended for TAC 313 purposes only.

Tab 14

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

See attached.

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

| PROPERTY INVESTMENT AMOUNTS | | | | | | | | | |
|--|------|--|--|---|---|---|--|---|--|
| (Estimated investment in each year. Do not put cumulative totals.) | | | | | | | | | |
| | Year | School Year (YYYY-YYYY) | Tax Year (Fill in actual tax year below) | Column A New investment (original cost) in tangible personal property placed in service during this year that will become Qualified Property | Column B New investment made during this year in buildings or permanent nonremovable components of buildings that will become Qualified Property | Column C Other new investment made during this year that will not become Qualified Property [SEE NOTE] | Column D Other new investment made during this year that may become Qualified Property [SEE NOTE] | Column E Total Investment (Sum of Columns A+B+C+D) | |
| Investment made before filing complete application with district | | | | Not eligible to become Qualified Property | | | | | |
| Investment made after filing complete application with district, but before final board approval of application | -- | Year preceding the first complete tax year of the qualifying time period (assuming no deferrals of qualifying time period) | 2018 | \$0 | \$0 | \$0 | \$0 | \$0 | |
| Investment made after final board approval of application and before Jan. 1 of first complete tax year of qualifying time period | | | | | | | | | |
| Complete tax years of qualifying time period | QTP1 | 2019 - 2020 | 2019 | \$600,000,000 | \$0 | \$0 | \$0 | \$600,000,000 | |
| | QTP2 | 2020-2021 | 2020 | \$0 | \$0 | \$0 | \$0 | \$0 | |
| Total Investment through Qualifying Time Period [ENTER this row in Schedule A2] | | | | \$600,000,000 | \$0 | \$0 | \$0 | \$600,000,000 | |
| Total Qualified Investment (sum of green cells) | | | | \$600,000,000 | | | | | |

For All Columns: List amount invested each year, not cumulative totals.
 Column A: This represents the total dollar amount of planned investment in tangible personal property. Only include estimates of investment for "replacement" property if the property is specifically described in the application. Only tangible personal property that is specifically described in the application can become qualified property.
 Column B: The total dollar amount of planned investment each year in buildings or nonremovable component of buildings.
 Column C: Dollar value of other investment that may affect economic impact and total value. Examples of other investment that will not become qualified property include investment meeting the definition of 313.021(1) but not creating a new improvement as defined by TAC 9.1051. This is proposed property that functionally replaces existing property; is used to maintain, refurbish, renovate, modify or upgrade existing property; or is affixed to existing property—described in SECTION 13, question #5 of the application.
 Column D: Dollar value of other investment that may affect economic impact and total value. Examples of other investment that may result in qualified property are land or professional services.
 Total Investment: Add together each cell in a column and enter the sum in the blue total investment row. Enter the data from this row into the first row in Schedule A2.
 Qualified Investment: For the green qualified investment cell, enter the sum of all the green-shaded cells.

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

| PROPERTY INVESTMENT AMOUNTS | | | | | | | | | |
|--|----------------------------|--|---|--|--|---|-------------------------------|-------------------------------|-----|
| (Estimated investment in each year. Do not put cumulative totals.) | | | | | | | | | |
| Year | School Year (YYYY-YYYY) | Tax Year (Fill in actual tax year below) YYYY | Column A | Column B | Column C | Column D | Column E | Total Investment (A+B+C+D) | |
| | | | New investment (original cost) in 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* | | | \$600,000,000 | | | | | \$600,000,000 | |
| Each year prior to start of value limitation period** <i>Insert as many rows as necessary</i> | | | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 |
| 1 | 2018 - 2019 | 2018 | \$600,000,000 | \$0 | \$0 | \$0 | \$0 | \$600,000,000 | \$0 |
| 1 | 2019 - 2020 | 2019 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 |
| 2 | 2020 - 2021 | 2020 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 |
| 3 | 2021 - 2022 | 2021 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 |
| 4 | 2022 - 2023 | 2022 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 |
| 5 | 2023 - 2024 | 2023 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 |
| 6 | 2024 - 2025 | 2024 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 |
| 7 | 2025 - 2026 | 2025 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 |
| 8 | 2026 - 2027 | 2026 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 |
| 9 | 2027 - 2028 | 2027 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 |
| 10 | 2028 - 2029 | 2028 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 |
| 10 | 2029 - 2030 | 2029 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 |
| Total investment made through limitation | | | \$600,000,000 | \$0 | \$0 | \$0 | \$0 | \$600,000,000 | \$0 |
| 11 | 2030 - 2031 | 2030 | | | | | | | |
| 12 | 2031 - 2032 | 2031 | | | | | | | |
| 13 | 2032 - 2033 | 2032 | | | | | | | |
| 14 | 2033 - 2034 | 2033 | | | | | | | |
| 15 | 2034 - 2035 | 2034 | | | | | | | |
| 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 | | | | | | | |
| Additional years for 25 year economic impact as required by 313.026(c)(1) | | | | | | | | | |

* 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.
 Column B: Only tangible personal property that is specifically described in the application can become qualified property.
 Column C: The total dollar amount of planned investment each year in buildings or nonremovable component of buildings.
 Column D: Dollar value of other investment that may affect economic impact and total value. Examples of other investment 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 E: 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
Applicant Name
ISD Name

8/20/2018

White Mesa Wind, LLC

Crockett County Consolidated Common School District

Form 50-296A

Revised May 2014

| Year | School Year (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 | |
| Pre-Year | 0 | 2018 - 2019 | 2018 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 |
| Qualified Investment Period | 1 | 2019 - 2020 | 2019 | \$0 | \$0 | \$591,780,000 | \$0 | \$0 | \$0 |
| | 1 | 2020 - 2021 | 2020 | \$0 | \$0 | \$582,900,000 | \$591,780,000 | \$591,780,000 | \$25,000,000 |
| | 2 | 2021 - 2022 | 2021 | \$0 | \$0 | \$573,360,000 | \$582,900,000 | \$582,900,000 | \$25,000,000 |
| | 3 | 2022 - 2023 | 2022 | \$0 | \$0 | \$563,040,000 | \$573,360,000 | \$573,360,000 | \$25,000,000 |
| | 4 | 2023 - 2024 | 2023 | \$0 | \$0 | \$551,880,000 | \$563,040,000 | \$563,040,000 | \$25,000,000 |
| Value Limitation Period | 5 | 2024 - 2025 | 2024 | \$0 | \$0 | \$539,820,000 | \$551,880,000 | \$551,880,000 | \$25,000,000 |
| | 6 | 2025 - 2026 | 2025 | \$0 | \$0 | \$526,740,000 | \$539,820,000 | \$539,820,000 | \$25,000,000 |
| | 7 | 2026 - 2027 | 2026 | \$0 | \$0 | \$512,700,000 | \$526,740,000 | \$526,740,000 | \$25,000,000 |
| | 8 | 2027 - 2028 | 2027 | \$0 | \$0 | \$497,520,000 | \$512,700,000 | \$512,700,000 | \$25,000,000 |
| | 9 | 2028 - 2029 | 2028 | \$0 | \$0 | \$481,080,000 | \$497,520,000 | \$497,520,000 | \$25,000,000 |
| | 10 | 2029 - 2030 | 2029 | \$0 | \$0 | \$463,380,000 | \$481,080,000 | \$481,080,000 | \$25,000,000 |
| | 11 | 2030 - 2031 | 2030 | \$0 | \$0 | \$444,240,000 | \$463,380,000 | \$463,380,000 | \$463,380,000 |
| | 12 | 2031 - 2032 | 2031 | \$0 | \$0 | \$423,600,000 | \$444,240,000 | \$444,240,000 | \$444,240,000 |
| | 13 | 2032 - 2033 | 2032 | \$0 | \$0 | \$401,280,000 | \$423,600,000 | \$423,600,000 | \$423,600,000 |
| | 14 | 2033 - 2034 | 2033 | \$0 | \$0 | \$377,160,000 | \$401,280,000 | \$401,280,000 | \$401,280,000 |
| Continue to maintain viable presence | 15 | 2034 - 2035 | 2034 | \$0 | \$0 | \$351,120,000 | \$377,160,000 | \$377,160,000 | \$377,160,000 |
| | 16 | 2035 - 2036 | 2035 | \$0 | \$0 | \$322,980,000 | \$351,120,000 | \$351,120,000 | \$351,120,000 |
| | 17 | 2036 - 2037 | 2036 | \$0 | \$0 | \$292,620,000 | \$322,980,000 | \$322,980,000 | \$322,980,000 |
| Additional years for 25 year economic impact as required by 313.026(c)(1) | 18 | 2037 - 2038 | 2037 | \$0 | \$0 | \$259,860,000 | \$292,620,000 | \$292,620,000 | \$292,620,000 |
| | 19 | 2038 - 2039 | 2038 | \$0 | \$0 | \$224,400,000 | \$259,860,000 | \$259,860,000 | \$259,860,000 |
| | 20 | 2039 - 2040 | 2039 | \$0 | \$0 | \$186,180,000 | \$224,400,000 | \$224,400,000 | \$224,400,000 |
| | 21 | 2040 - 2041 | 2040 | \$0 | \$0 | \$150,000,000 | \$186,180,000 | \$186,180,000 | \$186,180,000 |
| | 22 | 2041 - 2042 | 2041 | \$0 | \$0 | \$150,000,000 | \$150,000,000 | \$150,000,000 | \$150,000,000 |
| | 23 | 2042 - 2043 | 2042 | \$0 | \$0 | \$150,000,000 | \$150,000,000 | \$150,000,000 | \$150,000,000 |
| | 24 | 2043 - 2044 | 2043 | \$0 | \$0 | \$150,000,000 | \$150,000,000 | \$150,000,000 | \$150,000,000 |
| | 25 | 2044 - 2045 | 2044 | \$0 | \$0 | \$150,000,000 | \$150,000,000 | \$150,000,000 | \$150,000,000 |

Notes: Market value in future years is good faith estimate of future taxable value for the purposes of property taxation.

Schedule C: Employment Information

Date: 8/20/2018
 Applicant Name: White Mesa Wind, LLC
 ISD Name: Crockett County Consolidated Common School District

| | 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 | |
| Pre-Year | 0 | 2018 - 2019 | 2018 | | | | | | |
| Qualified Investment Period | 1 | 2019 - 2020 | 2019 | | | | | | |
| Value Limitation Period | 1 | 2020 - 2021 | 2020 | 787,000 man-hours | \$50,000 | 0 | 0 | 0 | \$0 |
| | 2 | 2021 - 2022 | 2021 | 0 | \$0 | 0 | 13 | 13 | \$45,100 |
| | 3 | 2022 - 2023 | 2022 | 0 | \$0 | 0 | 13 | 13 | \$45,100 |
| | 4 | 2023 - 2024 | 2023 | 0 | \$0 | 0 | 13 | 13 | \$45,100 |
| | 5 | 2024 - 2025 | 2024 | 0 | \$0 | 0 | 13 | 13 | \$45,100 |
| | 6 | 2025 - 2026 | 2025 | 0 | \$0 | 0 | 13 | 13 | \$45,100 |
| | 7 | 2026 - 2027 | 2026 | 0 | \$0 | 0 | 13 | 13 | \$45,100 |
| | 8 | 2027 - 2028 | 2027 | 0 | \$0 | 0 | 13 | 13 | \$45,100 |
| | 9 | 2028 - 2029 | 2028 | 0 | \$0 | 0 | 13 | 13 | \$45,100 |
| | 10 | 2029 - 2030 | 2029 | 0 | \$0 | 0 | 13 | 13 | \$45,100 |
| Years Following Value Limitation Period | 11 through 25 | 2030 - 2045 | 2030 - 2044 | | | 0 | 0 | 0 | \$0 |

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)

8/20/2018

White Mesa Wind, LLC
Crockett County Consolidated Common School District

Date

Applicant Name

ISD Name

| State and Local Incentives for which the Applicant intends to apply (Estimated) | | | | | | |
|---|--|---------------------------|---------------------|-----------------------------------|--------------------|---------------------|
| Incentive Description | Taxing Entity (as applicable) | Beginning Year of Benefit | Duration of Benefit | Annual Tax Levy without Incentive | Annual Incentive | Annual Net Tax Levy |
| Tax Code Chapter 311 | County: N/A City: N/A Other: N/A | | | | | |
| Tax Code Chapter 312 | County: Crockett County Other: | 2020 | 10 years | \$5,149,779 | \$2,603,874 | \$2,545,905 |
| Local Government Code Chapters 380/381 | County: N/A City: N/A Other: N/A | | | | | |
| Freepport Exemptions | N/A | | | | | |
| Non-Annexation Agreements | N/A | | | | | |
| Enterprise Zone/P Project | N/A | | | | | |
| Economic Development Corporation | N/A | | | | | |
| Texas Enterprise Fund | N/A | | | | | |
| Employee Recruitment | N/A | | | | | |
| Skills Development Fund | N/A | | | | | |
| Training Facility Space and Equipment | N/A | | | | | |
| Infrastructure Incentives | N/A | | | | | |
| Permitting Assistance | N/A | | | | | |
| Other: | N/A | | | | | |
| Other: | N/A | | | | | |
| Other: | N/A | | | | | |
| Other: | N/A | | | | | |
| TOTAL | | | | \$5,149,779 | \$2,603,874 | \$2,545,905 |

Additional information on incentives for this project: Crockett County property tax abatement agreement is a 60% abatement in Years 1 - 5 and a 40% abatement in Years 6 - 10.

Tab 15

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

Not applicable.

Tab 16

Description of Reinvestment or Enterprise Zone

The reinvestment zone has not yet been established. The Applicant anticipates that the reinvestment zone in Crockett County will have the boundaries shown on the map attached to Tab 11 and will be designated on or before September 30, 2018.

The following documents are attached as part of this Tab 16:

- (1) Crockett County Tax Abatement Guidelines and Criteria dated February 12, 2018

Crockett County State of Texas

Tax Abatement Guidelines and Criteria

The following Guidelines and Criteria have been adopted by the Crockett County Commissioners Court establish a uniform policy of tax abatement for owners or lessees of eligible facilities willing to execute tax abatement contracts designed to provide long-term significant positive economic impact to the community by utilizing the area contractors and work force to the maximum extent feasible, and by developing, redeveloping, and improving property, except as otherwise provided. These Guidelines and Criteria are effective as of the date adopted.

In order to be eligible for designation as a reinvestment zone and receive tax abatement the planned improvement:

1. Must be reasonably expected to have an increase in positive net economic benefit to Crockett County of at least \$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) new jobs will also factor into the decision to grant an abatement; and
2. Must not be expected to solely or primarily have the effect of transferring employment from one part of Crockett County to another.

In addition to the criteria set forth above, the Crockett County Commissioners Court 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 directly resultant from the development, redevelopment, and improvement specified in the contract 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 abatement contracts will be for a term no longer than allowed by law.

It is the goal of Crockett 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 Crockett County Commissioners Court to consider, adopt, modify or decline any tax abatement request.

This policy is effective as of the date adopted by the Crockett County Commissioners Court and shall at all times be kept current with regard to the needs of Crockett County and reflective of the official views of the County Commissioners Court and shall be reviewed every two (2) years.

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

1. Limit the discretion of the governing body to decide whether or not 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 1 Definitions

- A. **“Abatement”** means the full or partial exemption from ad valorem taxes of certain property in a reinvestment zone designated by Crockett County or the City of Ozona for economic development purposes.
- B. **“Agreement”** means a contractual agreement for a tax abatement between a property owner and/or lessee and Crockett 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 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 Crockett County, but does not include facilities which are intended to be primarily to provide goods or services to residents for existing businesses located in Crockett County, such as, but not limited to, restaurants and retail sales establishments, eligible facilities may include, but shall not be limited to hotels and office buildings.
- F. **“Expansion”** means the addition of building structures, machinery, equipment, or payroll for purposes of increasing production capacity.
- G. **“Facility”** means property improvements 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, or both.

- 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 a property improvement is expected to be in service in a facility.

Section 2 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 improvements made subsequent to and specified in an abatement agreement between Crockett County and the property owner or lessee, subject to such limitations as Crockett County may require.
- C. New and existing facilities. Abatement may be granted for the additional value of eligible property improvements made subsequent to and specified in an abatement agreement between Crockett County and the property owner or lessee, subject to such limitations as Crockett County may require.
- D. Eligible property. Abatement may be extended to the value of buildings, structures, fixed machinery and equipment, site improvements and related fixed improvements necessary to the operation and administration of the facility.
- E. Ineligible Property. The following types of property shall be fully taxable and ineligible for tax abatement: land, supplies, tools, furnishings, and other forms of movable personal property, housing, deferred maintenance, property to be rented or leased except as provided in Section 2 F, property which has a productive life of less than ten (10) years.
- F. Owned/leased facilities. If a leased facility is granted abatement, the agreement shall be executed with the lessor and the lessee.
- G. Economic Qualifications. In order to be eligible for designation as a reinvestment zone and receive tax abatement, the planned improvement:
 - 1. Must be reasonably expected to have an increase in positive net benefit to Crockett County of at least \$1,000,000.00 over the life of the abatement agreement, computed to include (but not limited to) new sustaining payroll and/or capital improvement. The creation of (number and type) new jobs will also factor into the decision to grant an abatement; and
 - 2. Must not be expected to solely or primarily have the effect of transferring employment from one part of Crockett County to another.

H. Standards for Tax Abatement. The following factors, among others, shall 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 affected taxing jurisdiction;
8. Amount 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 \$1,000,000.00;
9. The costs to be incurred by Crockett County to provide facilities directly resulting from the new improvements;
10. The amount of ad valorem taxes to be paid to Crockett 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 Crockett 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 businesses;
15. The attraction of other new businesses to the area;
16. The overall compatibility with the zoning ordinances and comprehensive plan for the area;
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. Neither a reinvestment zone nor abatement agreement shall 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. Planned or potential use of the property would constitute a hazard to public safety, health, or morals;
 4. Violation of other codes or laws; or
 5. Any other reason deemed appropriate by Crockett 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 2 F shall be fully taxable; and
 2. The base year value of existing eligible property as determined each year shall be fully taxable.

The additional value of new eligible property shall be fully taxable at the end of the abatement period.

Section 3 Application

- A. Any present or potential owner of taxable property in Crockett County may request the creation of a reinvestment zone and tax abatement by filing a written application with the County Judge.
- B. The application shall consist of a general description of the new improvements to be undertaken; a descriptive list of the kind and number of improvements for which an abatement is requested; a map of the reinvestment zone where the improvements will be located and property description; and an estimated 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 County 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 associated with the processing of the tax abatement request. All checks in payment of the administrative fee shall be made payable to Crockett County. For abatement requests for improvements with a planned value equal to or in excess of \$1,000,000.00 the fee shall be one thousand and no/100 dollars (\$1,000.00), accompanied by the agreement that the Applicant shall pay costs of publishing the statutorily required notices and reasonable attorney and consulting fees as may be incurred by Crockett County in the examination of the application as well as the preparation and negotiation of any tax abatement agreement.
- C. Crockett County shall give notice as provided by the Property Tax Code, i.e. written notice to the presiding officer of the governing body of each taxing unit in which the property be subject of the agreement is located not later than the seventh day before the public hearing and publication in a newspaper of general circulation within such taxing

jurisdiction not later than the seventh day before the public hearing on the establishment of a reinvestment zone. Before acting upon application, Crockett County shall, through public hearing, afford the applicant and the designated representative of any governing body referenced hereinabove opportunity to show cause why the abatement should or should not be granted.

- D. If a city within Crockett County designates a reinvestment zone within its corporate limits and enters into or proposes to enter into or proposes to enter into an abatement agreement with a present or potential owner of a taxable property, such present or potential owner of taxable property may request tax abatement by Crockett County by following the same application process described in Section 3 A hereof. No other notice of hearing shall be required except compliance with the Open Meetings Act, unless the Commissioners Court deems them necessary in a particular case.

Section 4 Agreement

- A. After approval, the Commissioners Court of Crockett County 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 ensure 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 of the facility to annually certify compliance with the terms of the agreement to each taxing unit;
 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
 7. Provide for open access to substations and transmission lines in Crockett County by including in the abatement agreement a section in substantial conformity with Exhibit "A".
- B The owner of the facility and lessee shall also agree to the following:
1. A specified number of permanent full time jobs at facility shall be created, and the owner and lessee shall make reasonable efforts to employ persons who are residents of Crockett County in such jobs, provided, however, that there shall be no obligation to employ residents who are not:
 - a. equally or more qualified than nonresident applicants;
 - b. available for employment on terms and/or salaries comparable to those required by nonresident applicants; or

- c. able to become qualified with 72 hours training provided by Owner.
2. Each person employed in such job shall perform a portion, if not all, of their work in Crockett County.
3. Owner shall agree that it and its contractors, if any, will use reasonably commercial efforts to maximize its use of goods and services available through Crockett County businesses in the construction, operation, and maintenance of the improvements and the project; provided, however, that there shall be no requirement to use goods and services provided by Crockett County residents that are not:
 - a. of similar quality to those provided by nonresidents; or
 - b. made available on terms and conditions (including pricing) comparable to those offered by nonresidents. Comparable price shall be defined as less than or equal to 105% of the nonresident price for equivalent quality, conditions and terms.
4. Owner or its construction contractor, if any, shall designate a coordinator of local services who will act as liaison between any individuals, businesses, and contractors residing or doing business in Crockett County who are interested in obtaining information about providing goods or services related to the construction of the project. Additionally, Owner or its construction contractor, if any, shall advertise in local newspapers in Crockett County for local contractors to perform work on the construction of the project.
5. Owner shall agree to maintain a viable presence (as below defined) within the reinvestment zone for a period of time, as set by the Crockett County Commissioners Court, not to exceed twenty (20) years from the date that the abatement agreement first takes effect. For purposes hereof, "Maintain a Viable Presence" means (i) the operation of the Eligible Facilities, as the same may from time to time be expanded, upgraded, improved, modified, changed, remodeled, repaired, restored, reconstructed, reconfigured and/or reengineered, and (ii) the retention of not fewer than three (3) Qualifying Jobs as defined by Texas Tax Code Section 313.021(3)(E) to be located and performed, in part, within Crockett County.
6. On May 1st of each year that the agreement shall be in effect, Owner shall certify to the County Judge of Crockett County, and to the governing body of each taxing unit, that Owner is in compliance with each applicable term set forth above.

Such agreement shall normally be executed within sixty (60) days after the applicant has forwarded all necessary information and documentation to the Commissioners Court.

Section 5 Recapture

A. In the event that the Owner or its assignee:

1. Allows its ad valorem taxes owed Crockett County to become delinquent and fails to timely and properly follow the legal procedures for their protest and/or contest;
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 Crockett County determine that the applicant or its assignee is in default according to the terms and conditions of its agreement, Crockett 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 ("Cure Period") then the agreement may be terminated.

Section 6 Administration

- A. The Chief Appraiser of the Crockett 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 Court of Crockett County of the amount of the assessment.
- B. Crockett 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 Crockett 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 a 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, the designated representative of Crockett County shall annually evaluate each facility receiving abatement to insure compliance with the agreement. A formal report shall be made to the Commissioners Court.

Section 7 Assignment

The abatement agreement may be transferred and assigned by the holder to a new owner or lessee of the same facility upon the approval by resolution of the Commissioners Court of Crockett County subject to the financial capacity of the assignee and provided that all conditions and obligations in the abatement agreement are guaranteed by the execution of a new contractual agreement and/or assumption agreement with Crockett County. 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.

Section 8

Section 8
Sunset Provision

These Guidelines and Criteria are effective upon the date of their adoption and will remain in force for two (2) years unless amended by three-quarters vote of the Commissioners Court of Crockett County, 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 the review, the Guidelines and Criteria will be modified, renewed, or eliminated.

ADOPTED the 12 day of February, 2018.

CROCKETT COUNTY COMMISSIONERS' COURT



JUDGE FRED DEATON

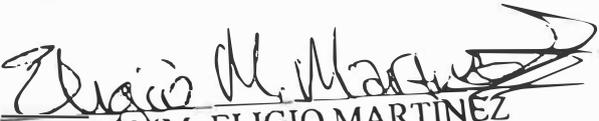


COMM. FRANK TAMBUNGA



COMM. PLEAS CHILDRESS, III

COMM. WESLEY BEAN



COMM. ELIGIO MARTINEZ

Tab 17

Signature and Certification page

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.

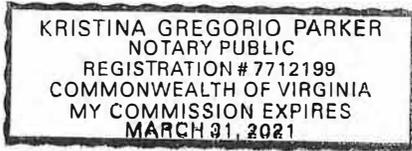
print here → Raul Chavarria Title Supt. of Schools
Print Name (Authorized School District Representative)
sign here → *Raul Chavarria* Date 7-10-18
Signature (Authorized School District Representative)

2. Authorized Company Representative (Applicant) Signature and Notarization

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

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

print here → Ken Young Title COO
Print Name (Authorized Company Representative (Applicant))
sign here → *Ken Young* Date 7/16/18
Signature (Authorized Company Representative (Applicant))



(Notary Seal)

GIVEN under my hand and seal of office this, the

16 day of July, 2018

Kristina Parker
 Notary Public in and for the State of ~~Texas~~ Virginia

My Commission expires: 3/31/21

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.