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 *(if applicable)*
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 *(if applicable)*
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 *(if applicable)*
11	Maps that clearly show: a) Project vicinity b) Qualified investment including location of tangible personal propertry 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 **Note:** Electronic maps should be high resolution files. Include map legends/markers.
12	Request for Waiver of Job Creation Requirement and supporting information *(if applicable)*
13	Calculation of three possible wage requirements with TWC documentation
14	Schedules A1, A2, B, C and D completed and signed Economic Impact *(if applicable)*
15	Economic Impact Analysis, other payments made in the state or other economic information *(if applicable)*
16	Description of Reinvestment or Enterprise Zone, including: a) evidence that the area qualifies as a enterprise zone as defined by the Governor's Office b) legal description of reinvestment zone* c) order, resolution or ordinance establishing the reinvestment zone* d) guidelines and criteria for creating the zone* *** To be submitted with application or before date of final application approval by school board**
17	Signature and Certification page, signed and dated by Authorized School District Representative and Authorized Company Representative *(applicant)*

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

August 27, 2018
Date Application Received by District

Fabian
First Name

Gomez
Last Name

Superintendent
Title

Water Valley ISD
School District Name

18000 Wildcat Drive
Street Address

18000 Wildcat Drive
Mailing Address

Water Valley
City

TX
State

76958
ZIP

(325) 484-2478
Phone Number

(325) 484-3359
Fax Number

Mobile Number (optional)

fabian.gomez@wvisd.net
Email Address

2. Does the district authorize the consultant to provide and obtain information related to this application? . . . . . ☑ Yes ☐ No

SECTION 1: School DIstrict Information *(continued)*

3. Authorized School District Consultant *(If Applicable)*

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

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: Mark
Last Name: Goodwin
Title: President
Organization: Apex Clean Energy
Street Address: 310 4th St. NE, Suite 200
Mailing Address: 310 4th St. NE, Suite 200
City: Charlottesville
State: VA
ZIP: 22902
Phone Number: (434) 220-7580
Fax Number: (434) 220-3712
Mobile Number *(optional)*:
Business Email Address: mark@apexcleanenergy.com

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: Dru
Last Name: Steubing
Title: Project Developer
Organization: Apex Clean Energy
Street Address: 124 Scenic Loop Rd.
Mailing Address: 124 Scenic Loop Rd.
City: Boerne
State: TX
ZIP: 78006
Phone Number: (434) 220-7580
Fax Number: (434) 220-3712
Mobile Number *(optional)*: (434) 987-1850
Business Email Address: dru.steubing@apexcleanenergy.com

3. Does the applicant authorize the consultant to provide and obtain information related to this application? . . . . . ☑ Yes ☐ No

SECTION 2: Applicant Information (continued)

4. Authorized Company Consultant *(If Applicable)*

David
First Name

Sewell
Last Name

Attorney
Title

Stahl, Bernal, Davies, Sewell & Chavarria, LLP
Firm Name

(512) 346-5558
Phone Number

(512) 346-2712
Fax Number

dsewell@sbaustinlaw.com
Business Email Address

SECTION 3: Fees and Payments

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

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

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

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

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

SECTION 4: Business Applicant Information

1. What is the legal name of the applicant under which this application is made? Grape Creek Wind, LLC
2. List the Texas Taxpayer I.D. number of entity subject to Tax Code, Chapter 171 *(11 digits)* 32065312137
3. List the NAICS code 221115
4. Is the applicant a party to any other pending or active Chapter 313 agreements? ☑ Yes ☐ No

   4a. If yes, please list application number, name of school district and year of agreement

   Robert Lee ISD and Grape Creek Wind, LLC Application

SECTION 5: Applicant Business Structure

1. Identify Business Organization of Applicant *(corporation, limited liability corporation, etc)* Limited Liability Company
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:
   - ☑ Land has no existing improvements
   - ☐ Land has existing improvements *(complete Section 13)*
   - ☐ Expansion of existing operation on the land *(complete Section 13)*
   - ☐ 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 Q3 2018
2. Commencement of construction Q1 2020
3. Beginning of qualifying time period 1/1/2020
4. First year of limitation 2021
5. Begin hiring new employees Q1 2021
6. Commencement of commercial operations Q4 2020
7. Do you propose to construct a new building or to erect or affix a new improvement after your application review start date *(date your application is finally determined to be complete)*? ..... ☑ Yes ☐ No

   Note: Improvements made before that time may not be considered qualified property.
8. When do you anticipate the new buildings or improvements will be placed in service? Q1 2020

SECTION 10: The Property

1. Identify county or counties in which the proposed project will be located: Coke County
2. Identify Central Appraisal District (CAD) that will be responsible for appraising the property: Coke County
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: Coke, 0.68541, 100% *(Name, tax rate and percent of project)*

   City: N/A *(Name, tax rate and percent of project)*

   Hospital District: West Coke Hosp., 0.249923, 100% *(Name, tax rate and percent of project)*

   Water District: Coke Cty Underground Water, 0.01254, 100% *(Name, tax rate and percent of project)*

   Other *(describe)*: N/A *(Name, tax rate and percent of project)*

   Other *(describe)*: N/A *(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? 10,000,000.00
2. What is the amount of appraised value limitation for which you are applying? 20,000,000.00

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

SECTION 12: Qualified Property

1. Attach a detailed description of the qualified property. [See §313.021(2)] (If qualified investment describes qualified property exactly, you may skip items a, b and c below.) The description must include:
   - 1a. a specific and detailed description of the qualified property for which you are requesting an appraised value limitation as defined by Tax Code §313.021 (**Tab 8**);
   - 1b. a description of any new buildings, proposed new improvements or personal property which you intend to include as part of your qualified property (**Tab 8**); and
   - 1c. a map of the qualified property showing location of new buildings or new improvements with vicinity map (**Tab 11**).
2. Is the land upon which the new buildings or new improvements will be built part of the qualified property described by §313.021(2)(A)? . . . . . ☐ Yes ☑ No
   - 2a. If yes, attach complete documentation including:
     - a. legal description of the land (**Tab 9**);
     - b. each existing appraisal parcel number of the land on which the new improvements will be constructed, regardless of whether or not all of the land described in the current parcel will become qualified property (**Tab 9**);
     - c. owner (**Tab 9**);
     - d. the current taxable value of the land. Attach estimate if land is part of larger parcel (**Tab 9**); and
     - e. a detailed map showing the location of the land with vicinity map (**Tab 11**).
3. Is the land on which you propose new construction or new improvements currently located in an area designated as a reinvestment zone under Tax Code Chapter 311 or 312 or as an enterprise zone under Government Code Chapter 2303? . . . . ☐ Yes ☑ No
   - 3a. If yes, attach the applicable supporting documentation:
     - a. evidence that the area qualifies as a enterprise zone as defined by the Governor's Office (**Tab 16**);
     - b. legal description of reinvestment zone (**Tab 16**);
     - c. order, resolution or ordinance establishing the reinvestment zone (**Tab 16**);
     - d. guidelines and criteria for creating the zone (**Tab 16**); and
     - e. a map of the reinvestment zone or enterprise zone boundaries with vicinity map (**Tab 11**)
   - 3b. If no, submit detailed description of proposed reinvestment zone or enterprise zone with a map indicating the boundaries of the zone on which you propose new construction or new improvements to the Comptroller's office within 30 days of the application date. What is the anticipated date on which you will submit final proof of a reinvestment zone or enterprise zone? Q3 2018

SECTION 13: Information on Property Not Eligible to Become Qualified Property

1. In **Tab 10**, attach a specific and detailed description of all **existing property**. This includes buildings and improvements existing as of the application review start date (the date the application is determined to be complete by the Comptroller). The description must provide sufficient detail to locate all existing property on the land that will be subject to the agreement and distinguish existing property from future proposed property.

2. In **Tab 10**, attach a specific and detailed description of all **proposed new property that will not become new improvements** as defined by TAC 9.1051. This includes proposed property that: functionally replaces existing or demolished/removed property; is used to maintain, refurbish, renovate, modify or upgrade existing property; or is affixed to existing property; or is otherwise ineligible to become qualified property. The description must provide sufficient detail to distinguish existing property (question 1) and all proposed new property that cannot become qualified property from proposed qualified property that will be subject to the agreement (as described in Section 12 of this application).

3. For the property not eligible to become qualified property listed in response to questions 1 and 2 of this section, provide the following supporting information in **Tab 10**:
   - a. maps and/or detailed site plan;
   - b. surveys;
   - c. appraisal district values and parcel numbers;
   - d. inventory lists;
   - e. existing and proposed property lists;
   - f. model and serial numbers of existing property; or
   - g. other information of sufficient detail and description.

4. Total estimated market value of existing property (that property described in response to question 1): . . . . . $ 0.00
5. In **Tab 10**, include an appraisal value by the CAD of all the buildings and improvements existing as of a date within 15 days of the date the application is received by the school district.

6. Total estimated market value of proposed property not eligible to become qualified property *(that property described in response to question 2)*: . . . . . $ 0.00

Note: Investment for the property listed in question 2 may count towards qualified investment in Column C of Schedules A-1 and A-2, if it meets the requirements of 313.021(1). Such property cannot become qualified property on Schedule B.

SECTION 14: Wage and Employment Information

1. What is the estimated number of permanent jobs (more than 1,600 hours a year), with the applicant or a contractor of the applicant, on the proposed qualified property during the last complete quarter before the application review start date (date your application is finally determined to be complete)? 0

2. What is the last complete calendar quarter before application review start date:

   ☐ First Quarter ☑ Second Quarter ☐ Third Quarter ☐ Fourth Quarter of 2018 (year)

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

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

4. What is the number of new qualifying jobs you are committing to create? 6

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

6. Do you intend to request that the governing body waive the minimum new qualifying job creation requirement, as provided under Tax Code §313.025(f-1)? . . . . . ☑ Yes ☐ No

   6a. If yes, attach evidence in **Tab 12** documenting that the new qualifying job creation requirement above exceeds the number of employees necessary for the operation, according to industry standards.

7. Attach in **Tab 13** the four most recent quarters of data for each wage calculation below, including documentation from the TWC website. The final actual statutory minimum annual wage requirement for the applicant for each qualifying job — which may differ slightly from this estimate — will be based on information from the four quarterly periods for which data were available at the time of the application review start date (date of a completed application). See TAC §9.1051(21) and (22).

   a. Average weekly wage for all jobs (all industries) in the county is 677.75

   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 865.70

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? 45,016.40

10. What is the annual wage you are committing to pay for each of the new qualifying jobs you create on the qualified property? 45,100.00

11. Will the qualifying jobs meet all minimum requirements set out in Tax Code §313.021(3)? . . . . . ☑ Yes ☐ No

12. Do you intend to satisfy the minimum qualifying job requirement through a determination of cumulative economic benefits to the state as provided by §313.021(3)(F)? . . . . . ☐ Yes ☑ No

    12a. If yes, attach in **Tab 12** supporting documentation from the TWC, pursuant to §313.021(3)(F).

13. Do you intend to rely on the project being part of a single unified project, as allowed in §313.024(d-2), in meeting the qualifying job requirements? . . . . . ☐ Yes ☑ No

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

SECTION 15: Economic Impact

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

Tab 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)

Grape Creek 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 32065312137. A copy of Form 05-165 listing Grape Creek Wind, LLC as an affiliate entity on the combined group's franchise tax report for Report Year 2018 is attached to this Tab 3.

7Q52B5 2.000

TX2018 Ver. 9.0 | 05-164 (Rev.9-16/9)

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 ■ ☐
Blacken box if this is a combined report ☒				

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 ▶ Gordon J Trousdale — 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	☐
PM Date	

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TX2018 Ver. 9.0 | 05-165 (Rev.9-11/3)

Texas Franchise Tax Extension Affiliate List

Tcode 13298

Reporting entity taxpayer number	Report year	Reporting entity taxpayer name
32051152893	2018	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	☐
2. APEX WIND ASSET MGMT, LLC	32061018423	☐
3. APEX WIND CONSTRUCTION, LLC	32061018399	☐
4. COLDWATER WIND, LLC	32052008615	☐
5. HARMONY WIND,LLC (FKA DOLPHIN FLOYD WIND,LLC)	32060172791	☐
6. ESPIRITU WIND, LLC	32058255459	☐
7. FLOYD COUNTY INTERCONNECT, LLC	32061782077	☐
8. OSWPS HOLDINGS, LLC	32059746779	☐
9. PERRYTON INTERCONNECT, LLC	32058644447	☐
10. PERRYTON LAND HOLDINGS, LLC	32060322271	☐
11. PERRYTON PLAINS WIND, LLC	32058519797	☐
12. PERRYTON WIND HOLDINGS II, LLC	32059761083	☐
13. PERRYTON WIND HOLDINGS, LLC	32059746662	☐
14. PERRYTON WIND, LLC	32051914011	☐
15. PUMPKIN FARM WIND, LLC	32059163082	☐
16. SAN PATRICIO WIND I, LLC	12636356557	☐
17. SWINFORD WIND, LLC	32060322230	☐
18. OSLO WIND, LLC	32053841212	☐
19. APEX CLEAN ENERGY MANAGEMENT, LLC	32065609771	☐
20. BLACK ANGUS WIND, LLC	32065383666	☐
21. BRUNI WIND, LLC	32065710413	☐

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

Texas Comptroller Official Use Only

VE/DE	☐	FM	☐

7003

7Q52B4 2.000

TX2018 Ver. 9.0 05-165 (Rev.9-11/3)

Texas Franchise Tax Extension Affiliate List

Tcode 13298

Reporting entity taxpayer number	Report year	Reporting entity taxpayer name
32051152893	2018	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	☐
2. GALLANT WIND, LLC	32065631908	☐
3. GRAPE CREEK WIND, LLC	32065312137	☐
4. LAREDO WIND, LLC	32065490677	☐
5. PUMPKIN FARM SOLAR, LLC	32063876414	☐
6. REEVES SOLAR, LLC	32066582134	☐
7. STALLION RUN WIND, LLC	32065631932	☐
8. WHITE MESA WIND, LLC	32065462809	☐
9. YORKVILLE SOLAR, LLC	32065202809	☐
10. YTURRIA RANCH WIND, LLC	32065175500	☐
11.		☐
12.		☐
13.		☐
14.		☐
15.		☐
16.		☐
17.		☐
18.		☐
19.		☐
20.		☐
21.		☐

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

Texas Comptroller Official Use Only

VE/DE	☐	FM	☐

7003

Tab 4

Detailed description of the Project

("Apex") (http://www.apexcleanenergy.com/). Apex 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. In December 2012, Apex completed development and construction of the 300 MW Canadian Hills Wind project outside Oklahoma City, and in the past two years, Apex completed construction of five wind facilities and started construction on additional projects in Illinois, Texas, and Oklahoma. Operating assets under management by Apex have grown to approximately 1,000 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 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.

Applicant is proposing to construct, operate, and maintain a renewable energy facility (the "Project") utilizing wind-powered electric generation equipment to be located within Coke County, Texas. The overall Project is anticipated to have a capacity of 524 MW consisting of 131 V150 turbines, with each having a nameplate capacity of 4.0 MW. The Project will be constructed partially in Water Valley ISD and partially in Robert Lee ISD. The portion of the Project located in Water Valley ISD is the subject of this application. The portion of the Project located in Robert Lee ISD is the subject of a separate application being filed simultaneous with this application.

The siting of the turbines will be allocated among the school districts as follows:

Robert Lee ISD	Water Valley ISD
45 turbines for a total of 180 MW	86 turbines for a total of 344 MW

The Project's collector substation will be located within Coke County. The Project will interconnect into the ERCOT market's power grid at the Divide Substation, located in Coke County. An approximately 7- mile transmission line connecting the Project's collector substation to the LCRA substation will be located within Coke County.

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.

Tab 5

Documentation to assist in determining if limitation is a determining factor

Apex, the ultimate parent company of Grape Creek 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 Coke County, 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 Coke 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)

The overall Project is anticipated to have a capacity of 524 MW consisting of 131 V150 turbines, with each having a nameplate capacity of 4.0 MW.

The siting of the turbines will be allocated among the school districts as follows:

Robert Lee ISD	Water Valley ISD
45 turbines for a total of 180 MW	86 turbines for a total of 344 MW

Based on the location of the turbines shown above, 66% of the Project is located in Water Valley ISD, and 34% of the Project is located in Robert Lee ISD.

The Project's substation will be located in Water Valley ISD. The Project's Point of Interconnection is in Robert Lee ISD. Portions of the transmission line connecting the Project's substation to the Point of Interconnection will be located in both Water Valley ISD and Robert Lee ISD.

Tab 7

Description of Qualified Investment

The qualified investment in Water Valley ISD is expected to consist of approximately 86 V150 turbines, with each having a nameplate capacity of 4.0 MW (for a total operating capacity of approximately 344 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 in Water Valley ISD an electrical substation with a permanent control room; a portion of the transmission line to the interconnection point to the northwest of the project site; one operations and maintenance building; 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 8

Description of Qualified Property

The qualified property in Water Valley ISD is expected to consist of approximately 86 V150 turbines, with each having a nameplate capacity of 4.0 MW (for a total operating capacity of approximately 344 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 in Water Valley ISD an electrical substation; a portion of the 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

Not Applicable.

Tab 10

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

Not applicable.

Tab 11

Maps

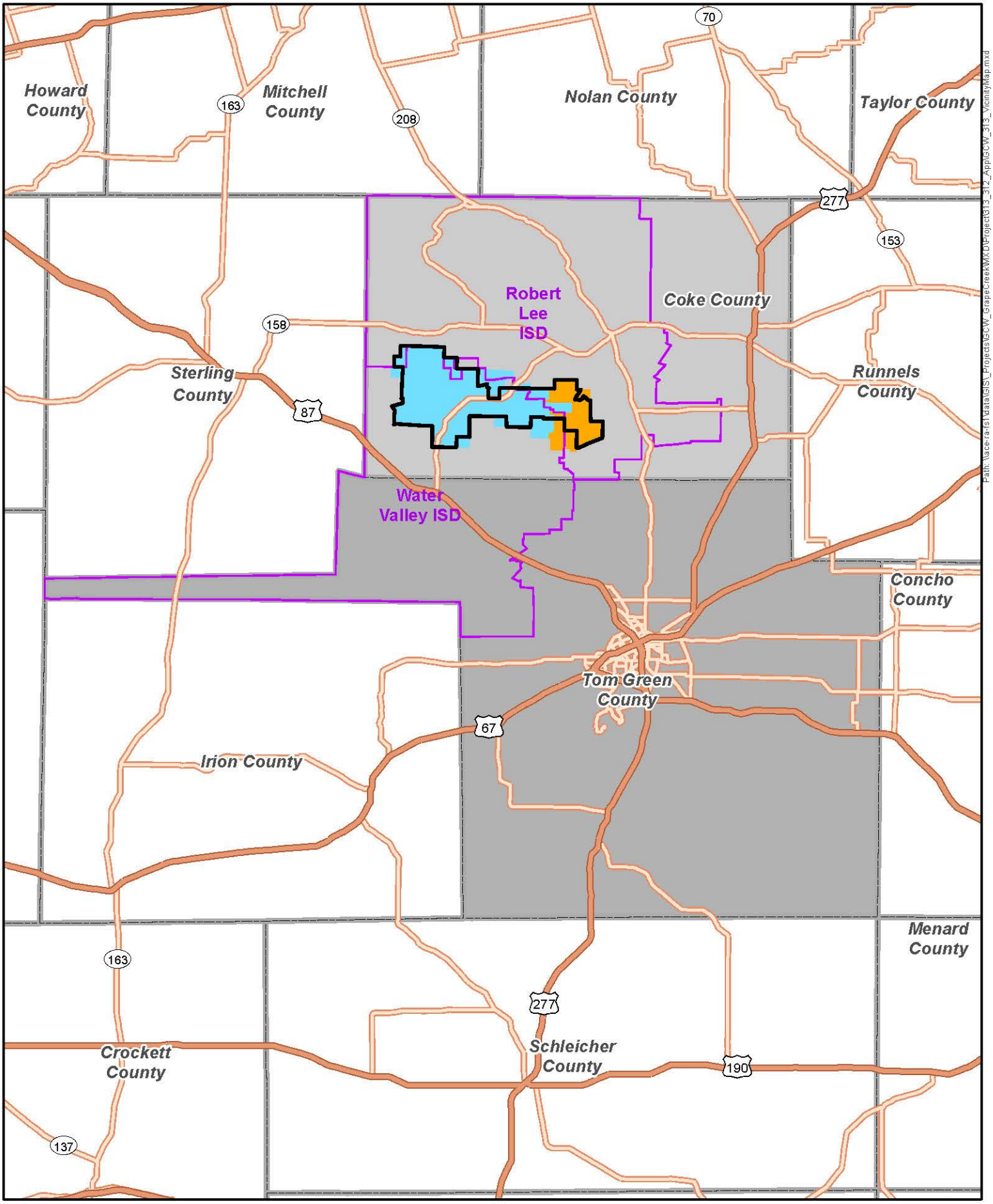
See three (3) attached maps.

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

The first attached map is a vicinity map that shows the relative locations of the county line, school district boundaries, and reinvestment zone boundaries.

The second attached map shows all of the proposed Project improvements, including improvements that will be located in both Water Valley ISD and Robert Lee ISD.

The third attached map shows only the portion of the proposed Project improvements that will be located in Water Valley ISD.



Grape Creek: Reinvestment Zone

Coke County, TX

Project Boundary
Water Valley ISD
Robert Lee ISD
Reinvestment Zone designated 4/10/2018
Reinvestment Zone designated 8/28/2018

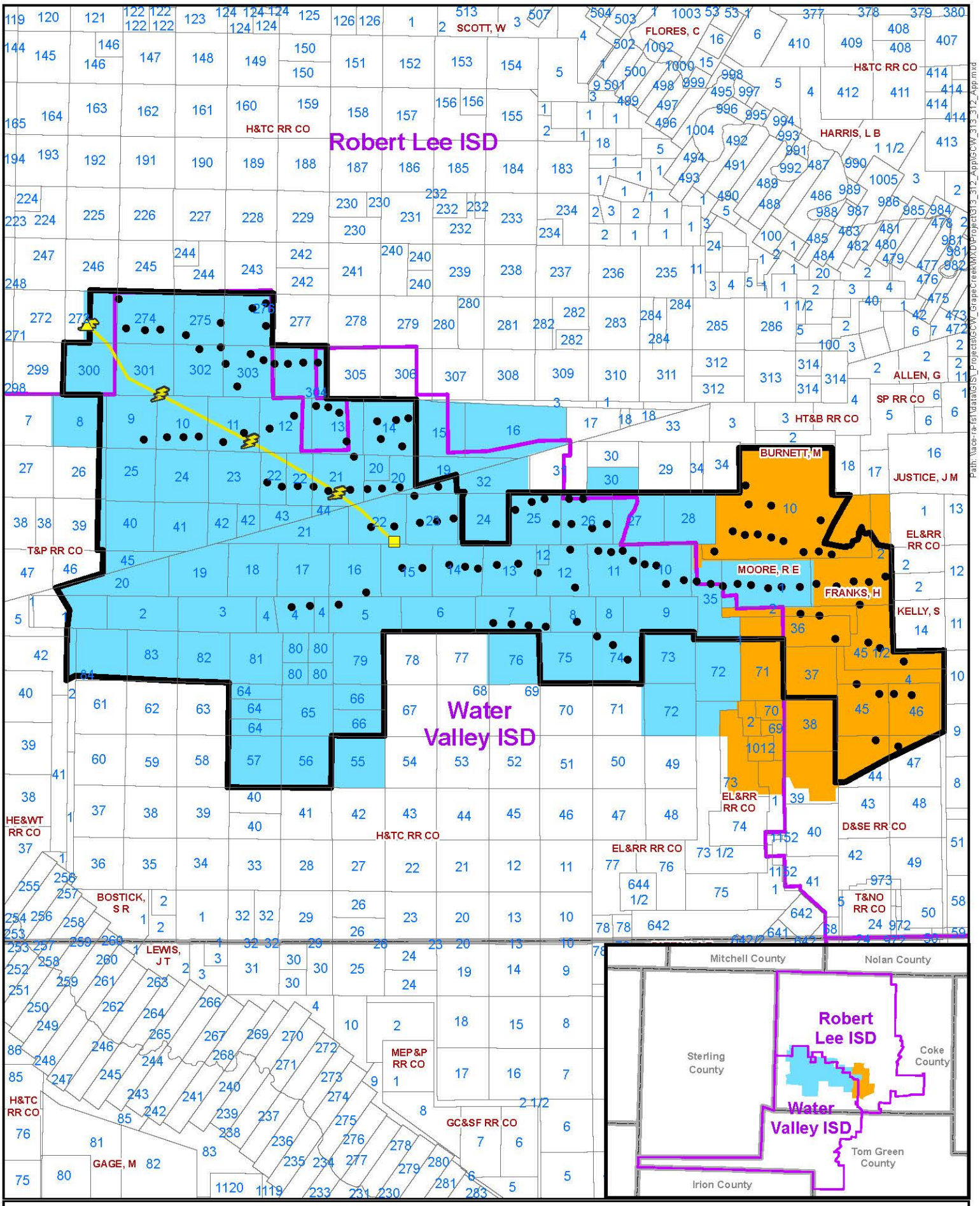
COUNTY
Coke
Tom Green

APEX CLEAN ENERGY

Author: MD Date: 8/30/2018
GCS WGS 1984
Datum: WGS 1984

* Turbine Locations Will Change Due to Final Survey/Design

Path: \\ace-ra-fs1\data\GIS_Projects\GCW_GrapeCreek\MXD\Project313_312_AppGCW_313_VicinityMap.mxd



Grape Creek: Reinvestment Zone

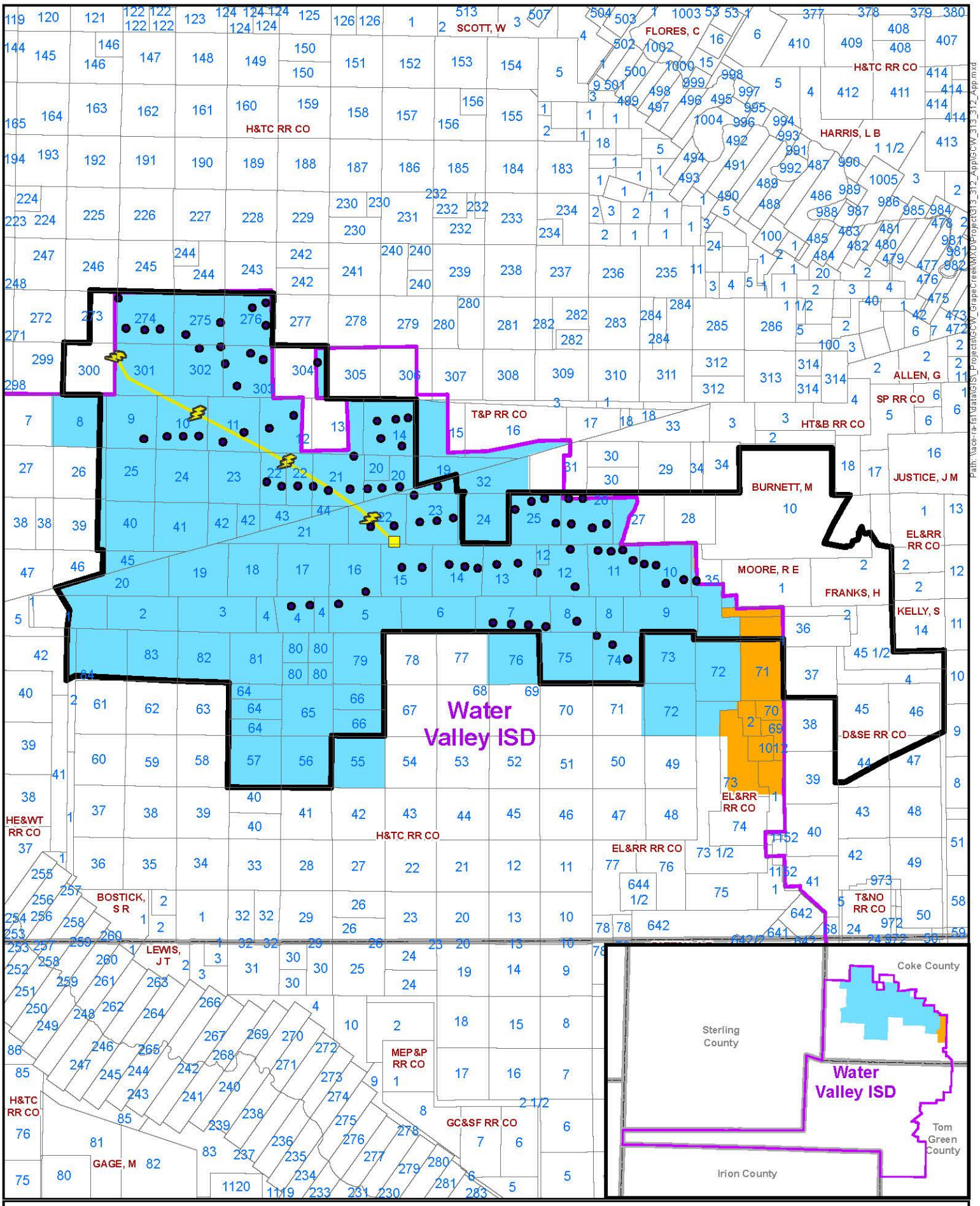
Coke County, TX

OTLS Section
Project Boundary
Proposed Turbine (131)
Point of Interconnect
Project Substation
Gentle Line
ISD - Original
Reinvestment Zone designated 4/10/2018
Reinvestment Zone designated 8/28/2018

Author: MD Date: 8/6/2018
NAD 1983 State Plane Texas Central FIPS 4203 Feet
Projection: Lambert Conformal Conic
Datum: North American 1983

APEX CLEAN ENERGY

* Turbine Locations Will Change Due to Final Survey/Design



Grape Creek: Reinvestment Zone

Coke County, TX

- Proposed Layout (86)
- Water Valley ISD
- OTLS Section
- Project Substation
- Gentie
- Reinvestment Zone designated 4/10/2018
- Reinvestment Zone designated 8/28/2018

APEX CLEAN ENERGY

Author: MD Date: 8/6/2018

NAD 1983 State Plane Texas Central FIPS 4203 Feet
Projection: Lambert Conformal Conic
Datum: North American 1983

* Turbine Locations Will Change Due to Final Survey/Design

Path: \\acc-ra-fs1\data\GIS_Projects\GCW_GrapeCreek\MXD\Project\313_312_App\GCW_313_312_App.mxd

Tab 12

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

See attached letter. Based on the attached letter, Grape Creek Wind, LLC is committing to creating nine (9) jobs to support the entire Project. Although no individual employees will be assigned specifically to manage the portions of the Project located in Water Valley ISD or Robert Lee ISD, based on the number of turbines located in in each school district, the created jobs will be allocated among the school districts as follows:

Robert Lee ISD	Water Valley ISD
3 jobs	6 jobs

Grape Creek Wind, LLC
Coke County, Texas

August 1, 2018

Re: Grape Creek 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, Grape Creek Wind, LLC anticipates creating nine (9) new qualifying jobs in connection with this project. Because approximately 66% of the project's wind turbines will be located in Water Valley ISD, Grape Creek Wind, LLC can commit to creating six (6) new qualifying jobs in Water Valley ISD.

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,

Dru Steubing

Dru Steubing, Development Manager

c/o Apex Clean Energy, Inc.
310 4th Street NE, Suite 200 | Charlottesville, VA 22902
T 434.220.7595 | F 434.220.3712
apexcleanenergy.com

Tab 13

Calculation of three possible wage requirements with TWC documentation

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

YEAR	PERIOD	AREA	OWNERSHIP	IND-CODE	INDUSTRY	AVG. WEEKLY WAGES
2017	2nd Qtr	Coke	Total All	10	Total, All Industries	$631
2017	3rd Qtr	Coke	Total All	10	Total, All Industries	$662
2017	4th Qtr	Coke	Total All	10	Total, All Industries	$678
2018	1st Qtr	Coke	Total All	10	Total, All Industries	$740
Average						$677.75

110% of $677.75 = $745.53

Quarterly Employment and Wages (QCEW)

Year	Period	Area	Ownership	Division	Level	Ind Code	Industry	Avg Weekly Wages
2017	2nd Qtr	Coke County	Total All	00	0	10	Total, all industries	$631
2017	3rd Qtr	Coke County	Total All	00	0	10	Total, all industries	$662
2017	4th Qtr	Coke County	Total All	00	0	10	Total, all industries	$678

Year	Period	Area	Ownership	Division	Level	Ind Code	Industry	Avg Weekly Wages
2018	1st Qtr	Coke County	Total All	00	0	10	Total, all industries	$740

Quarterly Employment and Wages (QCEW)

Average Weekly Wage for Manufacturing Jobs in Coke County

NOT AVAILABLE IN TRACER

Average Weekly Wage for Manufacturing Jobs in Region

Concho Valley Council of Governments Annual Wage:

$40,924/52 = $787.00

110% of $751.27 = $865.70

(SEE ATTACHED)

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

COG	Wages Hourly	Wages 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)

Date 8/30/2018
Applicant Name Grape Creek Wind, LLC
ISD Name Water Valley ISD

Form 50-296A
Revised May 2014

PROPERTY INVESTMENT AMOUNTS

(Estimated Investment in each year. Do not put cumulative totals.)

				Column A	Column B	Column C	Column D	Column E
	Year	**School Year** (YYYY-YYYY)	**Tax Year** (Fill in actual tax year below) YYYY	New investment (original cost) in **tangible personal property** placed in service during this year that will become Qualified Property	New investment made during this year in **buildings or permanent nonremovable components of buildings** that will become Qualified Property	Other new investment made during this year that will not become Qualified Property [SEE NOTE]	Other new investment made during this year that may become Qualified Property [SEE NOTE]	**Total Investment** (Sum of Columns A+B+C+D)
Investment made before filing complete application with district	--	Year preceding the first complete tax year of the qualifying time period (assuming no deferrals of qualifying time period)	2019	Not e gible to become Qual f ed Property			[The only other investment made before filing complete application with district that may become Qualified Property is land.]	
Investment made after filing complete application with district, but before final board approval of application				$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				$0	$0	$0	$0	$0
Complete tax years of qualifying time period	QTP1	2020-2021	2020	$414,000,000	$0	$0	$0	$414,000,000
	QTP2	2021-2022	2021	$0	$0	$0	$0	$0
Total Investment through Qualifying Time Period [ENTER this row in Schedule A2]				$414,000,000	$0	$0	$0	$414,000,000
				Enter amounts from TOTAL row above in Schedule A2				
Total Qualified Investment (sum of green cells)				$414,000,000				

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)

Date 8/30/2018
Applicant Name Grape Creek Wind, LLC
ISD Name Water Valley ISD

Form 50-296A
Revised May 2014

PROPERTY INVESTMENT AMOUNTS								
(Estimated Investment in each year. Do not put cumulative totals.)								
				Column A	**Column B**	**Column C**	**Column D**	**Column E**
	Year	**School Year** (YYYY-YYYY)	**Tax Year** (Fill in actual tax year below) YYYY	New investment (original cost) in **tangible personal property** placed in service during this year that will become Qualified Property	New investment made during this year in **buildings or permanent nonremovable components of buildings** that will become Qualified Property	Other investment made during this year that will not become Qualified Property [SEE NOTE]	Other investment made during this year that will become Qualified Property {SEE NOTE}	**Total Investment** (A+B+C+D)
Total Investment from Schedule A1*	--	**TOTALS FROM SCHEDULE A1**		**Enter amounts from TOTAL row in Schedule A1 in the row below**				
				$414,000,000				$414,000,000
Each year prior to start of value limitation period** *Insert as many rows as necessary*	0	2019 - 2020	2019	$0	$0	$0	$0	$0
	1	2020 - 2021	2020	$414,000,000	$0	$0	$0	$414,000,000
Value limitation period***	1	2021 - 2022	2021	$0	$0	$0	$0	$0
	2	2022 - 2023	2022	$0	$0	$0	$0	$0
	3	2023 - 2024	2023	$0	$0	$0	$0	$0
	4	2024 - 2025	2024	$0	$0	$0	$0	$0
	5	2025 - 2026	2025	$0	$0	$0	$0	$0
	6	2026 - 2027	2026	$0	$0	$0	$0	$0
	7	2027 - 2028	2027	$0	$0	$0	$0	$0
	8	2028 - 2029	2028	$0	$0	$0	$0	$0
	9	2029 - 2030	2029	$0	$0	$0	$0	$0
	10	2030 - 2031	2030	$0	$0	$0	$0	$0
Total Investment made through limitation				$414,000,000	$0	$0	$0	$414,000,000
Continue to maintain viable presence	11	2031 - 2032	2031			$0		$0
	12	2032 - 2033	2032			$0		$0
	13	2033 - 2034	2033			$0		$0
	14	2034 - 2035	2034			$0		$0
	15	2035 - 2036	2035			$0		$0
Additional years for 25 year economic impact as required by 313.026(c)(1)	16	2036 - 2037	2036			$0		$0
	17	2037 - 2038	2037			$0		$0
	18	2038 - 2039	2038			$0		$0
	19	2039 - 2040	2039			$0		$0
	20	2040 - 2041	2040			$0		$0
	21	2041 - 2042	2041			$0		$0
	22	2042 - 2043	2042			$0		$0
	23	2043 - 2044	2043			$0		$0
	24	2044 - 2045	2044			$0		$0
	25	2045 - 2046	2045			$0		$0

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

** Only investment made during deferrals of the start of the limitation (after the end of qualifying time period but before the start of the Value Limitation Period) should be included in the "year prior to start of value limitation period" row(s). If the limitation starts at the end of the qualifying time period or the qualifying time period overlaps the limitation, no investment should be included on this line.

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

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

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

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

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

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

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

Date 8/30/2018

Applicant Name Grape Creek Wind, LLC

ISD Name Water Valley ISD

Form 50-296A

Revised May 2014

				Qualified Property			Estimated Taxable Value		
	Year	**School Year** (YYYY-YYYY)	**Tax Year** (Fill in actual tax year) YYYY	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	2019 - 2020	2019	$0	$0	$0	$0	$0	$0
Qualified Investment Period	1	2020 - 2021	2020	$0	$0	$408,328,200	$0	$0	$0
Value Limitation Period	1	2021 - 2022	2021	$0	$0	$402,201,000	$408,328,200	$408,328,200	$20,000,000
	2	2022 - 2023	2022	$0	$0	$395,618,400	$402,201,000	$402,201,000	$20,000,000
	3	2023 - 2024	2023	$0	$0	$388,497,600	$395,618,400	$395,618,400	$20,000,000
	4	2024 - 2025	2024	$0	$0	$380,797,200	$388,497,600	$388,497,600	$20,000,000
	5	2025 - 2026	2025	$0	$0	$372,475,800	$380,797,200	$380,797,200	$20,000,000
	6	2026 - 2027	2026	$0	$0	$363,450,600	$372,475,800	$372,475,800	$20,000,000
	7	2027 - 2028	2027	$0	$0	$353,763,000	$363,450,600	$363,450,600	$20,000,000
	8	2028 - 2029	2028	$0	$0	$343,288,800	$353,763,000	$353,763,000	$20,000,000
	9	2029 - 2030	2029	$0	$0	$331,945,200	$343,288,800	$343,288,800	$20,000,000
	10	2030 - 2031	2030	$0	$0	$319,732,200	$331,945,200	$331,945,200	$20,000,000
Continue to maintain viable presence	11	2031 - 2032	2031	$0	$0	$306,525,600	$319,732,200	$319,732,200	$319,732,200
	12	2032 - 2033	2032	$0	$0	$292,284,000	$306,525,600	$306,525,600	$306,525,600
	13	2033 - 2034	2033	$0	$0	$276,883,200	$292,284,000	$292,284,000	$292,284,000
	14	2034 - 2035	2034	$0	$0	$260,240,400	$276,883,200	$276,883,200	$276,883,200
	15	2035 - 2036	2035	$0	$0	$242,272,800	$260,240,400	$260,240,400	$260,240,400
Additional years for 25 year economic impact as required by 313.026(c)(1)	16	2036 - 2037	2036	$0	$0	$222,856,200	$242,272,800	$242,272,800	$242,272,800
	17	2037 - 2038	2037	$0	$0	$201,907,800	$222,856,200	$222,856,200	$222,856,200
	18	2038 - 2039	2038	$0	$0	$179,303,400	$201,907,800	$201,907,800	$201,907,800
	19	2039 - 2040	2039	$0	$0	$154,836,000	$179,303,400	$179,303,400	$179,303,400
	20	2040 - 2041	2040	$0	$0	$128,464,200	$154,836,000	$154,836,000	$154,836,000
	21	2041 - 2042	2041	$0	$0	$103,500,000	$128,464,200	$128,464,200	$128,464,200
	22	2042 - 2043	2042	$0	$0	$103,500,000	$103,500,000	$103,500,000	$103,500,000
	23	2043 - 2044	2043	$0	$0	$103,500,000	$103,500,000	$103,500,000	$103,500,000
	24	2044 - 2045	2044	$0	$0	$103,500,000	$103,500,000	$103,500,000	$103,500,000
	25	2045 - 2046	2045	$0	$0	$103,500,000	$103,500,000	$103,500,000	$103,500,000

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 8/30/2018
Applicant Name Grape Creek Wind, LLC
ISD Name Water Valley ISD

Form 50-296A
Revised May 2014

				Construction		Non-Qualifying Jobs	Qualifying Jobs	
				Column A	**Column B**	**Column C**	**Column D**	**Column E**
	Year	**School Year** (YYYY-YYYY)	**Tax Year** (Actual tax year) YYYY	Number of Construction FTE's or man-hours (specify)	**Average** annual wage rates for construction workers	Number of non-qualifying jobs applicant estimates it will create (cumulative)	Number of new qualifying jobs applicant commits to create meeting all criteria of Sec. 313.021(3) (cumulative)	**Average** annual wage of new qualifying jobs
Pre-Year	0	2019 - 2020	2019					
Qualified Investment Period	1	2020 - 2021	2020	260 FTEs	$50,000	0	0	$0
Value Limitation Period	1	2021 - 2022	2021	0	$0	0	6	$45,100
	2	2022 - 2023	2022	0	$0	0	6	$45,100
	3	2023 - 2024	2023	0	$0	0	6	$45,100
	4	2024 - 2025	2024	0	$0	0	6	$45,100
	5	2025 - 2026	2025	0	$0	0	6	$45,100
	6	2026 - 2027	2026	0	$0	0	6	$45,100
	7	2027 - 2028	2027	0	$0	0	6	$45,100
	8	2028 - 2029	2028	0	$0	0	6	$45,100
	9	2029 - 2030	2029	0	$0	0	6	$45,100
	10	2030 - 2031	2030	0	$0	0	6	$45,100
Years Following Value Limitation Period	11 through 25	2031 - 2046	2030 - 2045	0	$0	0	6	$45,100

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 ☐
If yes, answer the following two questions:

C1a. Will the applicant request a job waiver, as provided under 313.025(f-1)? ■ Yes ☐

C1b. Will the applicant avail itself of the provision in 313.021(3)(F)? ☐ Yes ■ No

Schedule D: Other Incentives (Estimated)

Date 8/30/2018

Applicant Name Grape Creek Wind, LLC

ISD Name Water Valley ISD

Form 50-296A

Revised May 2014

State and Local Incentives for which the Applicant intends to apply (Estimated)						
Incentive Description	**Taxing Entity (as applicable)**	**Beginning Year of Benefit**	**Duration of Benefit**	**Annual Tax Levy without Incentive**	**Annual Incentive**	**Annual Net Tax Levy**
Tax Code Chapter 311	County: N/A					
	City: N/A					
	Other: N/A					
Tax Code Chapter 312	County: Coke County	2021	10	$2,794,544	$2,007,044	$787,500
	Other:					
	Other:					
Local Government Code Chapters 380/381	County: N/A					
	City: N/A					
	Other: N/A					
Freeport Exemptions	N/A					
Non-Annexation Agreements	N/A					
Enterprise Zone/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	$2,794,544	$2,007,044	$787,500

Additional information on incentives for this project: The Coke County property tax abatement agreement is 100% for Years 1 - 10 with an annual PILOT payment of $1,500 per megawatt.

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

One reinvestment zone has been established for the Project, but a second reinvestment zone will be required. Both reinvestment zones are shown on the map attached to Tab 11. The first reinvestment zone is named the "Coke County Reinvestment Zone" and was designated on May 8, 2018. Grape Creek Wind, LLC anticipates that the second reinvestment zone in Coke County, to be named "Coke County Reinvestment Zone No. 2," will be designated on or before September 30, 2018.

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

(1) Coke County Tax Abatement Guidelines and Criteria dated April 10, 2018
(2) Designation of the "Coke County Reinvestment Zone" on May 8, 2018

RESOLUTION ELECTING TO PARTICIPATE IN TAX ABATEMENT AND ADOPTING GUIDELINES AND CRITERIA

Be it resolved that the Coke County Commissioners' Court hereby elects to become eligible to participate in tax abatements as authorized by Chapter 312 of the Texas Tax Code.

Be it further resolved that the Coke County Commissioners' Court hereby adopts Tax Abatement Guidelines and Criteria as attached hereto and hereby replaces and supersedes any and all prior guidelines and criteria that were in effect prior to this resolution.

Motion by Commissioner WILLIAMS.
Seconded by Commissioner SEFCIK.

Passed and approved at a regular meeting of the Coke Count Commissioners' Court, at which a quorum was present on the 10th day of April 2018.

ATTESTED:

Roy Blair, County Judge

Donald Robertson, Commissioner
Precinct 1

Paul Williams, Commissioner
Precinct 2

Marshall Millican, Commissioner
Precinct 3

Joe Sefcik, Commissioner
Precinct 4

COKE COUNTY

STATE OF TEXAS

TAX ABATEMENT GUIDELINES AND CRITERIA

The purpose of this document is to establish guidelines and 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. All contracts will be identical.

In order to be eligible for designation as a Reinvestment Zone and receive tax abatement, the planned improvements:

1. Must be an Eligible Facility.

2. Must add at least $150,000.00 to the tax roll of eligible property except in regards to the historic downtown area where there are no minimum.

3. Must be reasonably expected to have an increase in positive net economic benefit to Coke County of at least $250,000.00 over the life of the abatement, computed to include (but not limited to) new sustaining payroll and/or capital improvement; and

4. Must not be expected to solely or primarily have the effect of transferring employment from one part of Coke County to another.

In addition to the criteria set forth above, the Coke 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 improvements 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 no longer than allowed by law.

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

This policy is effective as of April 10, 2018, and shall at all times be kept current with regard to the needs of Coke 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 Coke County Commissioners' Court does not:

1. Limit the discretion of the governing body to decide whether to enter into a specific tax abatement agreement;

2. Limit the discretion of the governing body to delegate to its employees the authority to determine whether or not the governing body should consider a particular application or request for tax abatement; or

3. Create any property, contract or other legal right in any person to have the governing body consider or grant a specific application or request for tax abatement.

SECTION I. DEFINITIONS

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

B. "Agreement" means a contractual agreement between a property owner and/or lessee and Coke County.

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

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

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

Aquaculture/Agriculture Facility,
Distribution Center Facility,
Manufacturing Facility,

Office Building,
Regional Entertainment/Tourism Facility,
Research Service Facility,
Regional Service Facility,
Historic building in designated area,
Wind Energy Facility, or
Other Basic Industry.

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

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

H. "Modernization" means a complete or partial demolition of facilities and the complete or partial reconstruction or installation of a facility of similar or expanded production capacity. Modernization may result from the construction, alteration, or installation of buildings, structures, machinery, or equipment, 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 property improvement(s) is/are expected to be in service in a facility.

SECTION II. ABATEMENT AUTHORIZED

A. Eligible Facilities. Upon application, Eligible Facilities shall be considered for tax abatement as hereinafter provided.

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

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

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

E. Ineligible Property. The following types of property shall be fully taxable and

ineligible for tax abatement: land; animals; inventories, supplies; tools; furnishings; and other forms of moveable personal property; vehicles; vessels; aircraft; deferred maintenance investments; housing and property to be rented or leased, except as provided in Section II(F); property owned or used by the State of Texas.

F. Owned/Leased Facilities. If a leased facility is granted abatement, the agreement shall be executed with the lessor and the lessee. If the land is leased, but the facility constructed or installed thereon is owned by the lessee, the lessee shall execute the agreement.

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

(1) Must be an Eligible Facility.

(2) Must add at least $150,000.00 to the tax roll of eligible property except in regards to the historic downtown area where there are no minimum.

(3) Must be reasonably expected to have an increase in positive net economic benefit to Coke County of at least $250,000.00 over the life of the abatement, computed to include (but not limited to) new sustaining payroll and/or capital improvement. The creation of (number and type) of new jobs will also factor into the decision to grant an abatement; and

(4) Must not be expected to solely or primarily have the effect of transferring employment from one part of Coke County to another.

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

(1) Value of existing improvements, if any;

(2) Type and value of proposed improvements;

(3) Productive life of proposed improvements;

(4) Number of existing jobs to be retained by proposed improvements;

(5) Number and type of new jobs to be created by proposed improvements;

(6) Amount of local payroll to be created;

(7) Whether the new jobs to be created will be filled by persons residing or projected to reside within affected taxing jurisdiction;

(8) Amount by which property tax base valuation will be increased during the term of abatement and after abatement, which shall include a definitive commitment that

such valuation shall not, in any case, be less than $250,000.00;

(9) The costs to be incurred by Coke County to provide facilities directly resulting from the new improvements;

(10) The amount of ad valorem taxes to be paid to Coke 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 Coke County that occurs directly as a result of new improvements;

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

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

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

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

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

(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) Violation of other codes or laws; or

(4) Any other reason deemed appropriate by Coke County.

J. Taxability. From the execution of the abatement to the end of the agreement

period, taxes shall be payable as follows:

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

(2) The base year value of existing eligible property as determined each year shall be fully taxable.

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

SECTION III. APPLICATION

A. Any present or potential owner of taxable property in Coke County may request the creation of a reinvestment zone and tax abatement by filing a written application with the County Judge of Coke County.

B. The application shall consist of a general description of the new improvements to be undertaken; a descriptive list of the improvements for which an abatement is requested; a list of the kind, number and location of all proposed improvements of a property; a map and property description; and a time schedule for undertaking and completing the proposed improvements. In the case of modernization, a statement of the assessed value of the facility, separately stated for real and personal property, shall be given for the tax year immediately preceding the application. The 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 Coke County. For abatement requests for improvements with a planned value equal to or in excess of $l,000,000.00, the fee shall be One Thousand and No/l00 Dollars ($1,000.00). For requests with a planned value of less than $1,000,000.00, the fee shall be five hundred and no/100 Dollars ($500.00)

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

D. If a city within Coke County designates a reinvestment zone within its corporate limits and enters 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 Coke County by following the same application process described in Section III(A) hereof. No other notice or hearing shall be required except compliance with the open meetings act, unless the Commissioners' Court deems them necessary in a particular case.

SECTION IV. AGREEMENT

A. After approval, the Commissioners' Court of Coke 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 insure compliance with the agreement;

(3) Limit the use of the property consistent with the taxing unit's development goals;

(4) Provide for recapturing property tax revenues that are lost if the owner fails to make improvements as provided by the agreement;

(5) Include each term that was agreed upon with the property owner and require the owner to annually certify compliance with the terms of the agreement to each taxing unit; and

(6) Allow the taxing unit to cancel or modify the agreement at any time if the property owner fails to comply with the terms of the agreement.

Such agreement shall normally be executed as soon as practicable, but in no event less than sixty (60) days after the applicant has forwarded all necessary information and documentation to the Commissioners' Court.

SECTION V. RECAPTURE

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

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

SECTION VI. ADMINISTRATION

A. The Chief Appraiser of the Coke 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 Coke County of the amount of the assessment.

B. Coke 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 Coke County will have access to the reinvestment zone during the term of the abatement to inspect the facility to determine if the terms and conditions of the agreement are being met. All inspections will be made only after the giving of twenty-four (24) hours prior notice and will only be conducted in such manner as to not unreasonably interfere with the construction and/or operation of the facility. All inspections will be made with one or more representatives of the company or individual and in accordance with its safety standards.

C. Upon completion of construction, the designated representative of Coke 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 VII. ASSIGNMENT

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

SECTION VIII. SUNSET PROVISION

These Guidelines and Criteria are effective upon the date of their adoption, and shall supersede and replace any and all prior guidelines and criteria for reinvestment zones in Coke County, and hereafter these Guidelines and Criteria shall apply to reinvestment zones created in Coke County. These Guidelines and Criteria shall remain in force for two (2) years, unless amended by three-quarters vote of the Commissioners' Court of Coke 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 such review, the Guidelines and Criteria will be modified, renewed or eliminated; provided, however, no modification or elimination of the Guidelines and Criteria shall affect tax abatement agreements that have been previously approved until the parties thereto shall agree to amend such agreements.

Adopted April 10, 2018.

Coke County Commissioners' Court:

Roy Blair, County Judge

Donald Robertson, Commissioner
Precinct 1

Paul Williams, Commissioner
Precinct 2

Marshall Millican, Commissioner
Precinct 3

Joe Sefcik, Commissioner
Precinct 4

Date: May 8, 2018

The Commissioners' Court of Coke County, Texas

Regular Session

ORDER ESTABLISHING REINVESTMENT ZONE

Motion by Commissioner WILLIAMS; seconded by Commissioner SEFCIK, that the following action be taken by the Court:

1. That the County designate the property located in Coke County having the description attached to this order as the "Coke County Reinvestment Zone" (Zone) under the Coke County Guidelines and Criteria for Granting Tax Abatements in Reinvestment Zones, having determined that the designation will contribute to the retention or expansion of primary employment and will attract major investment in the Zone that will benefit the Zone and will contribute to the economic development of the County; and

2. That the County declare eligible for property tax abatement all eligible property now or thereafter located in the Zone as authorized by the Coke County Guidelines and Criteria for Granting Tax Abatements in Reinvestment Zones and Chapter 312 of the Texas Tax Code.

Passed and approved at this meeting of the Coke County Commissioners' Court, at which a quorum was present on the 8th day of May, 2018.

ATTESTED:

Roy Blair, County Judge

Donald Robertson, Commissioner
Precinct 1

Paul Williams, Commissioner
Precinct 2

Marshall Millican, Commissioner
Precinct 3

Joe Sefcik, Commissioner
Precinct 4

Grape Creek Reinvestment Zone			
Survey Name	Block	Section	Survey Name
D&SE RR CO	Z	1	
MOORE, R E		1	
MARCH, N M		1	
T&P RR CO	W	10	CHAPMAN, S J JR
D&SE RR CO	Z	10	MC CABE, J Q
T&P RR CO	W	11	
D&SE RR CO	Z	11	
T&P RR CO	W	12	CHAPMAN, S J
D&SE RR CO	Z	12	PRITCHARD, F M
D&SE RR CO	Z	12	ASHURST, J W
T&P RR CO	W	13	
D&SE RR CO	Z	13	
T&P RR CO	W	14	SMITH, S
D&SE RR CO	Z	14	MC CABE, J O
T&P RR CO	W	15	
D&SE RR CO	Z	15	
T&P RR CO	W	16	MC CABE, F S
D&SE RR CO	Z	16	SMITH, T J
D&SE RR CO	Z	17	
D&SE RR CO	Z	18	LYNCH, W M
D&SE RR CO	Z	19	
T&P RR CO	W	19	
D&SE RR CO	Z	2	KNAPP, C W
D&SE RR CO	Z	20	CULLENDER, T E
T&P RR CO	W	20	BYRNE, J D
T&P RR CO	W	20	RAWLS, J R
T&P RR CO	W	21	
D&SE RR CO	Z	21	
T&P RR CO	W	22	SMITH, T J
T&P RR CO	W	22	SMITH, S
D&SE RR CO	Z	22	KINNEBREW, J S
T&P RR CO	W	23	
D&SE RR CO	Z	23	
T&P RR CO	W	24	KNAPP, C W
D&SE RR CO	Z	24	GOULDMAN, N
T&P RR CO	W	25	
D&SE RR CO	Z	25	
D&SE RR CO	Z	26	ASHURST, J W
D&SE RR CO	Z	27	
H&TC RR CO	2	273	
H&TC RR CO	2	274	CHAPMAN, S J
H&TC RR CO	2	275	
H&TC RR CO	2	276	CHAPMAN, S J
D&SE RR CO	Z	28	MC CABE, J Q

Grape Creek Reinvestment Zone			
Survey Name	Block	Section	Survey Name
D&SE RR CO	Z	3	
D&SE RR CO	Z	30	WHITESIDE, T
H&TC RR CO	2	300	KNAPP, J W
H&TC RR CO	2	301	
H&TC RR CO	2	302	CHAPMAN, A S
H&TC RR CO	2	303	
H&TC RR CO	2	304	RAYMER, A D
D&SE RR CO	Z	32	GOULDMAN, N
D&SE RR CO	Z	35	
D&SE RR CO	Z	4	LYNCH, W M
D&SE RR CO	Z	4	LYNCH, W M
D&SE RR CO	Z	4	LYNCH, W M
T&P RR CO	W	40	KNAPP, C W
T&P RR CO	W	41	
T&P RR CO	W	42	SMITH, S
T&P RR CO	W	42	SMITH, S
T&P RR CO	W	43	
T&P RR CO	W	44	SMITH, T J
T&P RR CO	W	45	
D&SE RR CO	Z	5	
H&TC RR CO	16	55	
H&TC RR CO	16	56	RUNNELS, T J
H&TC RR CO	16	57	
D&SE RR CO	Z	6	MC CABE, J Q
H&TC RR CO	16	64	DOTSON, L H
H&TC RR CO	16	64	BEARD, B
H&TC RR CO	16	64	CUNNINGHAM, D S
H&TC RR CO	16	65	
H&TC RR CO	16	66	DICKEY, MRS J S
H&TC RR CO	16	66	RUNNELS, T J
D&SE RR CO	Z	7	
D&SE RR CO	Z	72	COLLYNS, B M
H&TC RR CO	16	72	RUNNELS, T J
H&TC RR CO	16	73	
H&TC RR CO	16	74	ASHURST, J W
H&TC RR CO	16	75	
H&TC RR CO	16	76	TRIPP, W S
H&TC RR CO	16	79	
T&P RR CO	W	8	RAPPLEY, G
D&SE RR CO	Z	8	ASHURST, J W
D&SE RR CO	Z	8	ASHURST, J W
H&TC RR CO	16	80	CUNNINGHAM, D S
H&TC RR CO	16	80	WESTERFIELD, J
H&TC RR CO	16	80	LOAR, E

Grape Creek Reinvestment Zone			
Survey Name	Block	Section	Survey Name
H&TC RR CO	16	80	LOAR, E
H&TC RR CO	16	81	
H&TC RR CO	16	82	KNAPP, J W
H&TC RR CO	16	83	
H&TC RR CO	16	84	CULLENDER, T E
T&P RR CO	W	9	
D&SE RR CO	Z	9	

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 Fabian Gomez — Print Name *(Authorized School District Representative)*

Superintendent — Title

sign here — Signature *(Authorized School District Representative)*

9/4/18 — Date

2. Authorized Company Representative (Applicant) Signature and Notarization

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

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

print here Mark Goodwin — Print Name *(Authorized Company Representative (Applicant))*

President & CEO — Title

sign here — Signature *(Authorized Company Representative (Applicant))*

8/29/18 — Date

KRISTINA GREGORIO PARKER
NOTARY PUBLIC
REGISTRATION # 7712199
COMMONWEALTH OF VIRGINIA
MY COMMISSION EXPIRES
MARCH 31, 2021

(Notary Seal)

GIVEN under my hand and seal of office this, the

29 day of August, 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.