

O'HANLON, DEMERATH & CASTILLO

ATTORNEYS & COUNSELORS AT LAW

808 WEST AVE

AUSTIN, TEXAS 78701

TELEPHONE: (512) 494-9949

FACSIMILIE: (512) 494-9919

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

JUSTIN DEMERATH
BENJAMIN CASTILLO

November 14, 2018

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

RE: 1302-Amended Application to the Benjamin Independent School District
from El Campo Wind, LLC

To the Local Government Assistance & Economic Analysis Division:

Enclosed is the amended application to Benjamin ISD from El Campo Wind, LLC. The following changes have been made:

1. Section 1 Q1: Email has been updated
2. Section 1 Q4: Date has been updated
3. Section 5 Q5: Updated Tab 3 showing NA since El Campo does not have a combined group
4. Section 10 Q4: Updated Knox County Drainage Tax Rate
5. Updated Tab 5 giving definition of "Lava".
6. Updated Schedule A1
7. New Signature Page

Please do not hesitate to call with any questions.

Sincerely,



Kevin O'Hanlon
School District Consultant

Cc: El Campo Wind, LLC
Knox County Appraisal District

Texas Comptroller of Public Accounts

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

October 8, 2018

Date Application Received by District

Olivia

First Name

Del Hierro

Last Name

Superintendent

Title

Benjamin Independent School District

School District Name

300 Hays Street

Street Address

P.O. Box 166

Mailing Address

Benjamin

City

TX

State

79505

ZIP

940-459-2231

Phone Number

Fax Number

olivia.gloria@esc9.net

Email Address

Mobile Number (optional)

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

Yes

No

Texas Comptroller of Public Accounts

SECTION 1: School District Information (continued)

3. Authorized School District Consultant (If Applicable)

Form for Authorized School District Consultant with fields for Dan Casey, Partner, Moak, Casey & Associates, 512-485-7878, dcasey@moakcasey.com

- 4. On what date did the district determine this application complete? October 15, 2018
5. Has the district determined that the electronic copy and hard copy are identical? Yes No

SECTION 2: Applicant Information

1. Authorized Company Representative (Applicant)

Form for Authorized Company Representative with fields for Michael Alvarez, Chief Operating Officer, Longroad Energy, 133 Federal Street, Suite 1202, Boston, MA 02110, 415-792-6074, contracts@longroadenergy.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.

Form for contact information for Peter Sullivan, Vice President, Project Development, Longroad Energy, 133 Federal Street, Suite 1202, Boston, MA 02110, 651-363-2186, peter.sullivan@longroadenergy.com

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

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SECTION 2: Applicant Information (continued)

4. Authorized Company Consultant (If Applicable)

Wes _____ Jackson _____
 First Name Last Name
 Partner _____
 Title
 Cummings Westlake LLC _____
 Firm Name
 713-266-4456 _____ 713-266-2333 _____
 Phone Number Fax Number
 wjackson@cwlp.net _____
 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? _____ El Campo Wind, LLC
2. List the Texas Taxpayer I.D. number of entity subject to Tax Code, Chapter 171 (11 digits) _____ 32067669633
3. List the NAICS code _____ 221115
4. Is the applicant a party to any other pending or active Chapter 313 agreements? Yes No
 4a. If yes, please list application number, name of school district and year of agreement _____

SECTION 5: Applicant Business Structure

1. Identify Business Organization of Applicant (corporation, limited liability corporation, etc) _____ Limited Liability 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**)

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SECTION 9: Projected Timeline

- 1. Application approval by school board March 2019
- 2. Commencement of construction June 2019
- 3. Beginning of qualifying time period May 1, 2019
- 4. First year of limitation 2021
- 5. Begin hiring new employees March 2020
- 6. Commencement of commercial operations June 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? June 2020

SECTION 10: The Property

- 1. Identify county or counties in which the proposed project will be located Knox
- 2. Identify Central Appraisal District (CAD) that will be responsible for appraising the property Knox CAD
- 3. Will this CAD be acting on behalf of another CAD to appraise this property? Yes No
- 4. List all taxing entities that have jurisdiction for the property, the portion of project within each entity and tax rates for each entity:

County: <u>Knox County; 100%; \$0.73031</u> <i>(Name, tax rate and percent of project)</i>	City: _____ <i>(Name, tax rate and percent of project)</i>
Hospital District: <u>Knox County Hosp. Dist.; 100%; \$0.36723</u> <i>(Name, tax rate and percent of project)</i>	Water District: <u>Rolling Plains GCD; 100%; \$0.02086</u> <i>(Name, tax rate and percent of project)</i>
Other (describe): <u>Knox County Drainage; 100%; \$0.06012</u> <i>(Name, tax rate and percent of project)</i>	Other (describe): _____ <i>(Name, tax rate and percent of project)</i>
- 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

Chapter 313 Application to Benjamin ISD

Cummings Westlake, LLC

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)

Not part of combined group

N/A

TAB 5*Documentation to assist in determining if limitation is a determining factor.*

Longroad Energy Holdings, LLC was formed in 2016 and is a developer, owner and operator of renewable energy projects. Today, Longroad operates 1,236 MW of wind and solar energy projects, 684 MW of which Longroad owns. Prior to forming the Company, the core Longroad team successfully developed over 30 utility-scale renewable energy projects totaling close to 3,300 MW of nameplate capacity, including 650 MW of utility-scale wind in ERCOT. In May 2018, Longroad successfully completed development and initiated construction of its 238 MW Rio Bravo wind project in South Texas. Additionally, in July 2018, the Company closed financing and sale of the 250 MWac Phoebe solar project in West Texas. Project-level LAVAs* were secured in all of Longroad's Texas projects and were critical in allowing them to move forward into construction and operations.

There are many alternative sites for a wind project. Longroad has the capital and ability to develop the El Campo Wind Project. Longroad is actively assessing other wind projects both inside Texas as well as outside the state. The capital that is planned to be deployed for the Applicant's project is being considered for use projects located in numerous states, including New Mexico, Colorado, Maine, Utah, Virginia, and Hawaii. Texas and its surrounding areas have many potential sites for wind energy projects. Each of these sites carries its own set of feasibility requirements. A significant part of these requirements is the availability of local incentives such as Chapter 313. Incentives like these are required for the Project in order to be able to price its energy at a market rate (alongside competitive projects that have also received a LAVA) and to show project returns that will attract investment capital. Without a LAVA with Benjamin ISD, the Project will not be able to secure a Power Purchase Agreement or a tax equity investment and so will not move forward.

* LAVA: Limitation on Appraised Value Agreement

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.)				
		Column A	Column B	Column C	Column D	Column E
		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)
Year	Tax Year (Fill in actual tax year below) YYYY	Not eligible to become Qualified Property				
Investment made before filing complete application with district						0
Investment made after filing complete application with district, but before final board approval of application	0	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		75,000,000	0	0	0	75,000,000
Complete tax years of qualifying time period	QTP1	196,750,000	500,000	0	0	197,250,000
	QTP2	0	0	0	0	0
Total Investment through Qualifying Time Period [ENTER this row in Schedule A2]		271,750,000	500,000	0	0	272,250,000
Total Qualified Investment (sum of green cells)		Enter amounts from TOTAL row above in Schedule A2				
		272,250,000				

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.
 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 313.02(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.

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Data Analysis and
Transparency
Form 50-296-A

SECTION 16: Authorized Signatures and Applicant Certification

After the application and schedules are complete, an authorized representative from the school district and the business should review the application documents and complete this authorization page. Attach the completed authorization page in Tab 17. NOTE: If you amend your application, you will need to obtain new signatures and resubmit this page, Section 16, with the amendment request.

1. Authorized School District Representative Signature

I am the authorized representative for the school district to which this application is being submitted. I understand that this application is a government record as defined in Chapter 37 of the Texas Penal Code.

print
here

Olivia Del Hierro

Print Name (Authorized School District Representative)

Superintendent

Title

sign
here

Olivia Del Hierro

Signature (Authorized School District Representative)

11/13/2018

Date

2. Authorized Company Representative (Applicant) Signature and Notarization

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

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

print
here

Michael U. Alvarez

Print Name (Authorized Company Representative (Applicant))

Chief Operating Officer

Title

sign
here

Michael U. Alvarez

Signature (Authorized Company Representative (Applicant))

11.13.18

Date

COMMONWEALTH OF MASSACHUSETTS
Michael Alvarez
personally appeared before me, the undersigned notary public, and proved to me his/her identity through satisfactory evidence, which were driver's license to be the person whose name is signed on the preceding or attached document in my presence on this 13 day of November, 2018.



SEAN M. FLYNN, Notary Public
My Commission Expires October 4, 2024

(Notary Seal)

GIVEN under my hand and seal of office this, the

day of _____,

Notary Public in and for the State of Texas

My Commission expires: _____

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.