

POWELL & LEON, LLP

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November 16, 2018

Via Hand Delivery

Local Government Assistance & Economic Analysis
Texas Comptroller of Public Accounts
Post Office Box 13528
Austin, Texas 78711-3528

Re: Application for a Chapter 313 Value Limitation Agreement between the Mart Independent School District and Prairie Hill Wind Project, LLC

First Year of Qualifying Time Period: 2019
First Year of Limitation: 2021

Dear Local Government Assistance and Economic Analysis Division:

The Mart Independent School District Board of Trustees approved the enclosed Application for Limitation on Appraised Value of Property for School District Maintenance and Operations Taxes at a duly called meeting held on November 14, 2018. The Application was determined to be complete on November 16, 2018. The Applicant proposes a renewable energy project using wind turbines located in Limestone and McLennan Counties, Texas.

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

Thanks so much for your kind attention to this matter.

Respectfully submitted,



Sara Hardner Leon

SHL;sl

cc: *Via Electronic Mail:* mcadmail@mclennanCAD.org
Mr. Andrew Hahn, Chief Appraiser, McLennan County Appraisal District

Via Electronic Mail: len.williams@mymartisd.org
Mr. Leonard Williams, Superintendent of Schools, Mart Independent School District

Via Electronic Mail: wjackson@cnlp.net
Mr. Wes Jackson, Partner, Cummings Westlake, LLC

Via Electronic Mail: Keith.Kurtz@engie.com
Mr. Keith Kurtz, Senior Project Developer, ENGIE North America

Via Electronic Mail: Matt.Riley@engie.com
Mr. Matt Riley, Vice President, ENGIE North America



TAB 1

Pages 1 through 9 of application

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

November 14, 2018

Date Application Received by District

Len

First Name

Williams

Last Name

Superintendent

Title

Mart Independent School District

School District Name

700 Navarro

Street Address

700 Navarro

Mailing Address

Mart

City

TX

State

76664

ZIP

254-876-2523

Phone Number

Fax Number

len.williams@martisd.org

Email Address

Mobile Number (optional)

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)

Sara <hr/> First Name Attorney <hr/> Title Powell & Leon, LLP <hr/> Firm Name 512-494-1177 <hr/> Phone Number <hr/> Mobile Number (optional)	Leon <hr/> Last Name <hr/> 512-494-1188 <hr/> Fax Number sleon@powell-leon.com <hr/> Email Address
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4. On what date did the district determine this application complete? November 16, 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)

Matt <hr/> First Name Vice President <hr/> Title 3760 State Street, Suite 200 <hr/> Street Address 3760 State Street, Suite 200 <hr/> Mailing Address Santa Barbara <hr/> City 805-569-6181 <hr/> Phone Number <hr/> Mobile Number (optional)	Riley <hr/> Last Name ENGIE North America <hr/> Organization <hr/> CA <hr/> State 805-569-6190 <hr/> Fax Number matt.riley@engie.com <hr/> Business Email Address
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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.

Keith <hr/> First Name Senior Project Developer <hr/> Title 150 S. Wacker Drive, Suite 2400 <hr/> Street Address 150 S. Wacker Drive, Suite 2400 <hr/> Mailing Address Chicago <hr/> City 217-306-6452 <hr/> Phone Number 217-306-6452 <hr/> Mobile Number (optional)	Kurtz <hr/> Last Name ENGIE North America <hr/> Organization <hr/> IL <hr/> State 805-596-6190 <hr/> Fax Number Keith.Kurtz@engie.com <hr/> Business Email Address
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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)

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? Prairie Hill Wind Project, LLC
2. List the Texas Taxpayer I.D. number of entity subject to Tax Code, Chapter 171 (11 digits) 32064084497
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**)

SECTION 6: Eligibility Under Tax Code Chapter 313.024

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

SECTION 7: Project Description

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

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

SECTION 8: Limitation as Determining Factor

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

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

SECTION 9: Projected Timeline

- 1. Application approval by school board May 2019
- 2. Commencement of construction December 2019
- 3. Beginning of qualifying time period 2019
- 4. First year of limitation 2021
- 5. Begin hiring new employees December 2020
- 6. Commencement of commercial operations December 2020
- 7. Do you propose to construct a new building or to erect or affix a new improvement after your application review start date (*date your application is finally determined to be complete*)? Yes No
- Note:** Improvements made before that time may not be considered qualified property.
- 8. When do you anticipate the new buildings or improvements will be placed in service? December 2020

SECTION 10: The Property

- 1. Identify county or counties in which the proposed project will be located Limestone County, McLennan County
- 2. Identify Central Appraisal District (CAD) that will be responsible for appraising the property Limestone 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: Limestone; \$.7724; 90%, McLennan \$.505293; 10% City: _____
(Name, tax rate and percent of project) (Name, tax rate and percent of project)
 Hospital District: _____ Water District: _____
(Name, tax rate and percent of project) (Name, tax rate and percent of project)
 Other (describe): See Tab 6 Other (describe): Limestone County Emer Serv. Dist; \$.04; 90%
(Name, tax rate and percent of project) (Name, tax rate and percent of project)
- 5. Is the project located entirely within the ISD listed in Section 1? Yes No
 5a. If no, attach in **Tab 6** additional information on the project scope and size to assist in the economic analysis.
- 6. Did you receive a determination from the Texas Economic Development and Tourism Office that this proposed project and at least one other project seeking a limitation agreement constitute a single unified project (SUP), as allowed in §313.024(d-2)? Yes No
 6a. If yes, attach in **Tab 6** supporting documentation from the Office of the Governor.

SECTION 11: Investment

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

- 1. At the time of application, what is the estimated minimum qualified investment required for this school district? 5,000,000.00
- 2. What is the amount of appraised value limitation for which you are applying? 15,000,000.00
- 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? February 2019

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? 8
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 784.00
 - b. 110% of the average weekly wage for manufacturing jobs in the county is 805.00
 - c. 110% of the average weekly wage for manufacturing jobs in the region is 947.00
8. Which Tax Code section are you using to estimate the qualifying job wage standard required for this project? §313.021(5)(A) or §313.021(5)(B)
9. What is the minimum required annual wage for each qualifying job based on the qualified property? 41,885.00
10. What is the annual wage you are committing to pay for each of the new qualifying jobs you create on the qualified property? 41,885.00
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**.

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 ▶ Len Williams Superintendent
Print Name (Authorized School District Representative) Title

sign here ▶  11-14-2018
Signature (Authorized School District Representative) 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 ▶ Matt Riley Vice President
Print Name (Authorized Company Representative (Applicant)) Title

sign here ▶  November 13, 2018
Signature (Authorized Company Representative (Applicant)) Date

see attached

GIVEN under my hand and seal of office this, the _____ day of _____, _____

 Notary Public in and for the State of Texas

(Notary Seal) 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.

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

CIVIL CODE § 1189

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California)
County of Santa Barbara)

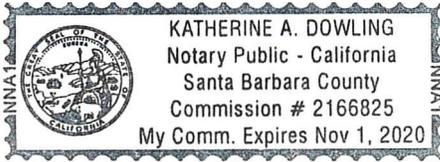
On November 13, 2018 before me, Katherine A. Dowling, Notary Public
Date Here Insert Name and Title of the Officer

personally appeared Matt T. Riley
Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.



Signature Katherine A. Dowling
Signature of Notary Public

Place Notary Seal Above

OPTIONAL

Though this section is optional, completing this information can deter alteration of the document or fraudulent reattachment of this form to an unintended document.

Description of Attached Document

Title or Type of Document: _____ Document Date: _____
Number of Pages: _____ Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____
 Corporate Officer — Title(s): _____
 Partner — Limited General
 Individual Attorney in Fact
 Trustee Guardian or Conservator
 Other: _____
Signer Is Representing: _____

Signer's Name: _____
 Corporate Officer — Title(s): _____
 Partner — Limited General
 Individual Attorney in Fact
 Trustee Guardian or Conservator
 Other: _____
Signer Is Representing: _____

APPLICATION TAB ORDER FOR REQUESTED ATTACHMENTS

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



TAB 2

Proof of Payment of Application Fee

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

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

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



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)

Note – The attached is the most recent report filed and Prairie Hill Wind Project, LLC had not been formed during the reporting time period of the 2017 report. Prairie Hill Wind Project, LLC will be reported on the 2018 Report for ENGIE Holdings, Inc.

Texas Franchise Tax Affiliate Schedule

■ Tcode 13253 Annual

■ Reporting entity taxpayer number 32056802567	■ Report year 2017	Reporting entity taxpayer name ENGIE HOLDINGS, INC.
--	------------------------------	---

Reporting entity must be included on Affiliate Schedule. Affiliate reporting period dates must be within combined group's accounting period dates.

1. Legal name of affiliate ENGIE Holdings Inc.		■ 2. Affiliate taxpayer number (if none, use FEI number) 32056802567		■ 3. Affiliate NAICS code 551112	
4. Blacken box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Blacken box if this affiliate does NOT have NEXUS in Texas <input type="checkbox"/>	■ 6. Affiliate reporting begin date m m d d y y 010116		■ 7. Affiliate reporting end date m m d d y y 123116	
■ 8. Gross receipts subject to throwback in other states (before eliminations) 0.00		■ 9. Gross receipts everywhere (before eliminations) 7001443.00			
■ 10. Gross receipts in Texas (before eliminations) 7036743.00		■ 11. Cost of goods sold or compensation (before eliminations) 0.00			

1. Legal name of affiliate ECOVA, Inc.		■ 2. Affiliate taxpayer number (if none, use FEI number) 32002649377		■ 3. Affiliate NAICS code 541600	
4. Blacken box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Blacken box if this affiliate does NOT have NEXUS in Texas <input type="checkbox"/>	■ 6. Affiliate reporting begin date m m d d y y 010116		■ 7. Affiliate reporting end date m m d d y y 123116	
■ 8. Gross receipts subject to throwback in other states (before eliminations) 0.00		■ 9. Gross receipts everywhere (before eliminations) 181059806.00			
■ 10. Gross receipts in Texas (before eliminations) 9762510.00		■ 11. Cost of goods sold or compensation (before eliminations) 0.00			

1. Legal name of affiliate RETROFICIENCY, Inc.		■ 2. Affiliate taxpayer number (if none, use FEI number) 270563094		■ 3. Affiliate NAICS code 541600	
4. Blacken box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Blacken box if this affiliate does NOT have NEXUS in Texas <input checked="" type="checkbox"/>	■ 6. Affiliate reporting begin date m m d d y y 100716		■ 7. Affiliate reporting end date m m d d y y 123116	
■ 8. Gross receipts subject to throwback in other states (before eliminations) 0.00		■ 9. Gross receipts everywhere (before eliminations) 3595983.00			
■ 10. Gross receipts in Texas (before eliminations) 160289.00		■ 11. Cost of goods sold or compensation (before eliminations) 0.00			

The reporting entity of a combined group with a temporary credit for business loss carryforwards preserved for itself and/or affiliates must submit common owner information. This information must be provided to satisfy franchise tax reporting requirements. Learn more at www.comptroller.texas.gov/taxes/franchise/. An information report (Form 05-102 or Form 05-167) must be filed for each affiliate that is organized in Texas or that has a physical presence in Texas.

Texas Comptroller Official Use Only

VE/DE	<input type="checkbox"/>	FM	<input type="checkbox"/>
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7002



TAB 4

Detailed Description of the Project

Provide a detailed description of the scope of the proposed project, including, at a minimum, the type and planned use of real and tangible personal property, the nature of the business, a timeline for property construction or installation, and any other relevant information.

Prairie Hill Wind Project, LLC (the “Project”) is requesting an appraised value limitation from Mart Independent School District (MISD) for a proposed renewable energy project using wind turbines, located in Limestone and McLennan Counties,, Texas. Prairie Hill Wind Project, LLC anticipates that the project will have a capacity of approximately 300 megawatts (MW), comprised of 110 wind turbines with a nameplate generating capacity rating of 2.75MW each. The exact number of turbines and the size of each turbine may vary depending upon the wind turbines selected and the generating capacity of the completed project. The project will be located on approximately 16,500 acres on the Limestone County / McLennan County line . The ERCOT IGNR Number for this project is 19INR0100 and was issued on September 14, 2018. The project is not known by any other names.

The property for which the applicant is requesting an appraised value limitation shall include, but not be limited to

- 110 wind turbines with 2.75MW nameplate capacity.
- Reinforced concrete slabs supporting the weight of each turbine tower.
- Equipment and towers used to gather meteorological data.
- Buried and overhead electrical conductor cables (including poles) used to transport electricity from the turbine towers to an electrical substation.
- The electrical substation and electrical conductor cables used to transport electricity away from the project site.
- Buried and overhead communication cables.
- FAA-required wind turbine obstruction lighting.
- One Operation and Maintenance (O & M) building
- Associated equipment to safely operate, maintain and deliver electricity to the grid.



TAB 5

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

ENGIE North America, a division of ENGIE, manages a range of energy businesses throughout North America, including retail energy sales and energy services to commercial, industrial and residential customers, natural gas and liquefied natural gas (LNG) distribution and sales, and electricity generation and cogeneration. In 2015, ENGIE recorded \$77.6 billion in global revenues. More than 3,500 employees work in the region, with Houston serving as ENGIE North America's corporate headquarters.

ENGIE is one of the largest non-residential retail electricity suppliers in the United States and currently serves commercial, industrial, and institutional customers in 14 markets. Supplying energy to nearly 50 percent of Fortune 100 companies, ENGIE serves over 89,000 accounts, with an estimated peak load totaling nearly 13,000 MW.

In the United States and Canada, ENGIE owns and/or operates cogeneration, steam, and chilled water facilities, including more than 1,000 MW in the portfolio produced by combined heat and power (CHP) units located within commercial or industrial facilities and using waste heat from an onsite generation system to provide for heating and chilling needs. The North America renewables portfolio consists of wind, solar and biomass/biogas assets, with a capacity of close to 1,000 MW. In Canada, ENGIE is among the Top 5 wind developers, with assets in Ontario, the Maritimes and British Columbia.

As a developer with international scope and capabilities, the Applicant has the ability to locate projects of this type in other countries as well as in states within the United States and other regions within Texas with favorable wind characteristics. The Applicant is actively assessing and developing other projects that are competing for limited investment funds. With Texas wholesale electricity prices already below the international average, it is necessary to limit the property tax liabilities for a wind project in order to be able to offer electricity at prices that are marketable to Texas customers at competitive rates. Global markets that have various available subsidies for renewable energy projects, and which have higher average contracted power rates, offer an attractive incentive for developers to build projects in those markets over Texas.

The property tax liability of a project without tax incentives in Texas would reduce the return to investors and financiers to an unacceptable level at today's contracted power rates under a power purchase agreement (PPA). Therefore, the applicant would be unable to finance and build the project in Texas even with a signed PPA because of the low price in the PPA. Without the 313 Value Limitation, the applicant would be forced to walk away from this project and spend the potential investment in other states where the rate of return is higher.



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)

District	Percentage	Tax Rate
1) Limestone County	90%	\$0.7724
2) S. Limestone County Hospital District	90%	\$0.3120
3) Limestone County Emer. Serv. Dist. #1	90%	\$0.0400
4) McLennan County	10%	\$0.5053
5) McLennan Community College District	10%	\$0.1503
6) Mart ISD	100%	\$1.2269



TAB 7

Description of Qualified Investment

The Qualified Investment for which the applicant is requesting an appraised value limitation shall include, but not be limited to

- 110 wind turbines with 2.75MW nameplate capacity.
- Reinforced concrete slabs supporting the weight of each turbine tower.
- Equipment and towers used to gather meteorological data.
- Buried and overhead electrical conductor cables (including poles) used to transport electricity from the turbine towers to an electrical substation.
- The electrical substation and electrical conductor cables used to transport electricity away from the project site.
- Buried and overhead communication cables.
- FAA-required wind turbine obstruction lighting.
- One Operation and Maintenance (O & M) building.
- Associated equipment to safely operate, maintain and deliver electricity to the grid.



TAB 8

Description of Qualified Property

The Qualified Property for which the applicant is requesting an appraised value limitation shall include, but not be limited to

- 110 wind turbines with 2.75MW nameplate capacity.
- Reinforced concrete slabs supporting the weight of each turbine tower.
- Equipment and towers used to gather meteorological data.
- Buried and overhead electrical conductor cables (including poles) used to transport electricity from the turbine towers to an electrical substation.
- The electrical substation and electrical conductor cables used to transport electricity away from the project site.
- Buried and overhead communication cables.
- FAA-required wind turbine obstruction lighting.
- One Operation and Maintenance (O & M) building.
- Associated equipment to safely operate, maintain and deliver electricity to the grid.



TAB 9

Description of Land

Not applicable. The land on which the new buildings and new improvements will be built, is not being claimed as part of the qualified property described by §313.021(2)(A).



TAB 10

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

None



TAB 11

Maps that clearly show:

- a) Project vicinity
- b) Qualified investment including location of new building or new improvements
- c) Qualified property including location of new building 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



TAB 12

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

See Attached



CUMMINGS WESTLAKE
PROPERTY TAX ADVISORS

November 14, 2018

Mr. Len Williams
Superintendent
Mart Independent School District
700 Navarro
Mart, TX 76664

Re: Chapter 313 Jobs Waiver Request

Dear Superintendent Williams,

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

Prairie Hills Wind Project, LLC requests that the Board of Trustees make such a finding and waive the job creation requirement for 10 permanent jobs. In line with industry standards for job requirements, Prairie Hills Wind Project, LLC has committed to create seven total jobs for the project.

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

The industry standard for employment is typically one full-time employee for approximately every 15 turbines. This number will vary depending on the operations and maintenance requirements of the turbines selected as well as the support and technical assistance offered by the turbine manufacturer. The permanent employees of a wind project maintain, and service wind turbines, underground electrical connections, substations and other infrastructure associated with the safe and reliable operation of

the project. In addition to the onsite employees, there may be managers or technicians who support the project from offsite locations.

Sincerely,

Wes Jackson
Partner
Cummings Westlake, LLC



TAB 13

Calculation of three possible wage requirements with TWC documentation

- Limestone County average weekly wage for all jobs (all industries)
- Limestone County average weekly wage for all jobs (manufacturing)
- See attached Council of Governments Regional Wage Calculation and Documentation

**PRARIE HILL WIND PROJECT, LLC
TAB 13 TO CHAPTER 313 APPLICATION**

**LIMESTONE COUNTY
CHAPTER 313 WAGE CALCULATION - ALL JOBS - ALL INDUSTRIES**

QUARTER	YEAR	AVG WEEKLY WAGES*	ANNUALIZED
FIRST	2018	\$ 858	\$ 44,616
SECOND	2017	\$ 745	\$ 38,740
THIRD	2017	\$ 749	\$ 38,948
FOURTH	2017	\$ 784	\$ 40,768
AVERAGE		\$ 784	\$ 40,768

**LIMESTONE COUNTY
CHAPTER 313 WAGE CALCULATION - MANUFACTURING JOBS**

QUARTER	YEAR	AVG WEEKLY WAGES*	ANNUALIZED
FIRST	2018	\$ 763	\$ 39,676
SECOND	2017	\$ 751	\$ 39,052
THIRD	2017	\$ 699	\$ 36,348
FOURTH	2017	\$ 716	\$ 37,232
AVERAGE		\$ 732	\$ 38,077
		X 110%	110%
		\$ 805	\$ 41,885

CHAPTER 313 WAGE CALCULATION - REGIONAL WAGE RATE

YEAR	AVG WEEKLY WAGES*	ANNUALIZED
2017	\$ 947	\$ 49,259
		X 110%
		\$ 1,042
		\$ 54,185

* SEE ATTACHED TWC DOCUMENTATION

Quarterly Employment and Wages (QCEW)

[Back](#)

Page 1 of 1 (40 results/page)

 Year	 Period	 Area	 Ownership	 Division	 Level	 Ind Code	 Industry	 Avg Weekly Wages
2018	1st Qtr	Limestone County	Total All	00	0	10	Total, all industries	\$858
2017	2nd Qtr	Limestone County	Total All	00	0	10	Total, all industries	\$745
2017	3rd Qtr	Limestone County	Total All	00	0	10	Total, all industries	\$749
2017	4th Qtr	Limestone County	Total All	00	0	10	Total, all industries	\$784

Quarterly Employment and Wages (QCEW)

[Back](#)

Page 1 of 1 (40 results/page)

 Year	 Period	 Area	 Ownership	 Division	 Level	 Ind Code	 Industry	 Avg Weekly Wages
2018	1st Qtr	Limestone County	Private	31	2	31-33	Manufacturing	\$763
2017	2nd Qtr	Limestone County	Private	31	2	31-33	Manufacturing	\$751
2017	3rd Qtr	Limestone County	Private	31	2	31-33	Manufacturing	\$699
2017	4th Qtr	Limestone County	Private	31	2	31-33	Manufacturing	\$716

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

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

$110\% \times \$44,781 = \$49,259$

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 Schedules A1, A2, B, C and D

PROPERTY INVESTMENT AMOUNTS								
(Estimated investment in each year. Do not put cumulative totals.)								
				Column A	Column B	Column C	Column D	Column E
	Year	School Year (YYYY-YYYY)	Tax Year (Fill in actual tax year below) YYYY	New investment (original cost) in tangible personal property placed in service during this year that will become Qualified Property	New investment made during this year in buildings or permanent nonremovable components of buildings that will become Qualified Property	Other new investment made during this year that will <u>not</u> become Qualified Property [SEE NOTE]	Other new investment made during this year that may become Qualified Property [SEE NOTE]	Total Investment (Sum of Columns A+B+C+D)
Investment made before filing complete application with district				Not eligible to become Qualified Property			[The only other investment made before filing complete application with district that may become Qualified Property is land.]	0
Investment made after filing complete application with district, but before final board approval of application	--	Year preceding the first complete tax year of the qualifying time period (assuming no deferrals of qualifying time period)	2019	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				50,000,000	0	0	0	50,000,000
Complete tax years of qualifying time period	QTP1	2020-2021	2020	257,000,000	0	0	0	257,000,000
	QTP2	2021-2022	2021	0	0	0	0	0
Total Investment through Qualifying Time Period [ENTER this row in Schedule A2]				307,000,000	0	0	0	307,000,000
				Enter amounts from TOTAL row above in Schedule A2				
Total Qualified Investment (sum of green cells)				307,000,000				

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.

PROPERTY INVESTMENT AMOUNTS								
(Estimated investment in each year. Do not put cumulative totals.)								
				Column A	Column B	Column C	Column D	Column E
	Year	School Year (YYYY-YYYY)	Tax Year (Fill in actual tax year below) YYYY	New investment (original cost) in tangible personal property placed in service during this year that will become Qualified Property	New investment made during this year in buildings or permanent nonremovable components of buildings that will become Qualified Property	Other investment made during this year that will <u>not</u> become Qualified Property [SEE NOTE]	Other investment made during this year that will become Qualified Property [SEE NOTE]	Total Investment (A+B+C+D)
Total Investment from Schedule A1*	--	TOTALS FROM SCHEDULE A1		307,000,000	0	0	0	307,000,000
Enter amounts from TOTAL row in Schedule A1 in the row below								
Each year prior to start of value limitation period** <i>Insert as many rows as necessary</i>	0	2019-2020	2019	0	0	0	0	0
	0	2020-2021	2020	0	0	0	0	0
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
Total Investment made through limitation				307,000,000	0	0	0	307,000,000
	11	2031-2032	2031			0		0
Continue to maintain viable presence	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

10/16/2018

Applicant Name

PRARIE HILL WIND PROJECT, LLC

Form 50-296A

ISD Name

MART ISD

Revised May 2014

	Year	School Year (YYYY-YYYY)	Tax Year (Fill in actual tax year) YYYY	Qualified Property			Estimated Taxable Value		
				Estimated Market Value of Land	Estimated Total Market Value of new buildings or other new improvements	Estimated Total Market Value of tangible personal property in the new buildings or "in or on the new improvements"	Market Value less any exemptions (such as pollution control) and before limitation	Final taxable value for I&S after all reductions	Final taxable value for M&O after all reductions
Each year prior to start of Value Limitation Period <i>Insert as many rows as necessary</i>	0	2019-2020	2019	0	0	0	0	0	0
Each year prior to start of Value Limitation Period <i>Insert as many rows as necessary</i>	0	2020-2021	2020	0	0	25,000,000	25,000,000	25,000,000	25,000,000
Value Limitation Period	1	2021-2022	2021	0	0	301,840,000	301,840,000	301,840,000	15,000,000
	2	2022-2023	2022	0	0	280,711,000	280,711,000	280,711,000	15,000,000
	3	2023-2024	2023	0	0	261,061,000	261,061,000	261,061,000	15,000,000
	4	2024-2025	2024	0	0	242,787,000	242,787,000	242,787,000	15,000,000
	5	2025-2026	2025	0	0	225,792,000	225,792,000	225,792,000	15,000,000
	6	2026-2027	2026	0	0	209,987,000	209,987,000	209,987,000	15,000,000
	7	2027-2028	2027	0	0	195,288,000	195,288,000	195,288,000	15,000,000
	8	2028-2029	2028	0	0	181,618,000	181,618,000	181,618,000	15,000,000
	9	2029-2030	2029	0	0	168,905,000	168,905,000	168,905,000	15,000,000
	10	2030-2031	2030	0	0	157,082,000	157,082,000	157,082,000	15,000,000
Continue to maintain viable presence	11	2031-2032	2031	0	0	149,228,000	149,228,000	149,228,000	149,228,000
	12	2032-2033	2032	0	0	141,767,000	141,767,000	141,767,000	141,767,000
	13	2033-2034	2033	0	0	134,679,000	134,679,000	134,679,000	134,679,000
	14	2034-2035	2034	0	0	127,945,000	127,945,000	127,945,000	127,945,000
	15	2035-2036	2035	0	0	121,548,000	121,548,000	121,548,000	121,548,000
Additional years for 25 year economic impact as required by 313.026(c)(1)	16	2036-2037	2036	0	0	115,471,000	115,471,000	115,471,000	115,471,000
	17	2037-2038	2037	0	0	109,697,000	109,697,000	109,697,000	109,697,000
	18	2038-2039	2038	0	0	104,212,000	104,212,000	104,212,000	104,212,000
	19	2039-2040	2039	0	0	99,001,000	99,001,000	99,001,000	99,001,000
	20	2040-2041	2040	0	0	94,051,000	94,051,000	94,051,000	94,051,000
	21	2041-2042	2041	0	0	89,348,000	89,348,000	89,348,000	89,348,000
	22	2042-2043	2042	0	0	84,881,000	84,881,000	84,881,000	84,881,000
	23	2043-2044	2043	0	0	80,637,000	80,637,000	80,637,000	80,637,000
	24	2044-2045	2044	0	0	77,000,000	77,000,000	77,000,000	77,000,000
	25	2045-2046	2045	0	0	77,000,000	77,000,000	77,000,000	77,000,000

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

Only include market value for eligible property on this schedule.

Schedule C: Employment Information

Date 10/16/2018
 Applicant Name PRARIE HILL WIND PROJECT, LLC
 ISD Name MART ISD

Form 50-296A

Revised May 2014

	Year	School Year (YYYY-YYYY)	Tax Year (Actual tax year) YYYY	Construction		Non-Qualifying Jobs	Qualifying Jobs	
				Column A Number of Construction FTE's or man-hours (specify)	Column B Average annual wage rates for construction workers	Column C Number of non-qualifying jobs applicant estimates it will create (cumulative)	Column D Number of new qualifying jobs applicant commits to create meeting all criteria of Sec. 313.021(3) (cumulative)	Column E Average annual wage of new qualifying jobs
Each year prior to start of Value Limitation Period <i>Insert as many rows as necessary</i>	0	2019-2020	2019	100 FTE	43,000	0	0	0
Each year prior to start of Value Limitation Period <i>Insert as many rows as necessary</i>	0	2020-2021	2020	200 FTE	43,000	0	0	0
Value Limitation Period <i>The qualifying time period could overlap the value limitation period.</i>	1	2021-2022	2021	N/A	N/A	0	7	41,855
	2	2022-2023	2022	N/A	N/A	0	7	41,855
	3	2023-2024	2023	N/A	N/A	0	7	41,855
	4	2024-2025	2024	N/A	N/A	0	7	41,855
	5	2025-2026	2025	N/A	N/A	0	7	41,855
	6	2026-2027	2026	N/A	N/A	0	7	41,855
	7	2027-2028	2027	N/A	N/A	0	7	41,855
	8	2028-2029	2028	N/A	N/A	0	7	41,855
	9	2029-2030	2029	N/A	N/A	0	7	41,855
	10	2030-2031	2030	N/A	N/A	0	7	41,855
Years Following Value Limitation Period	11 through 25	2031-2046	2013-2046	N/A	N/A	0	7	41,855

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

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

Schedule D: Other Incentives (Estimated)

Date 10/16/2018
Applicant Name PRARIE HILL WIND PROJECT, LLC
ISD Name MART ISD

Form 50-296A

Revised May 2014

State and Local Incentives for which the Applicant intends to apply (Estimated)						
Incentive Description	Taxing Entity (as applicable)	Beginning Year of Benefit	Duration of Benefit	Annual Tax Levy without Incentive	Annual Incentive	Annual Net Tax Levy
Tax Code Chapter 311	County:	N/A	N/A	N/A	N/A	N/A
	City:	N/A	N/A	N/A	N/A	N/A
	Other:	N/A	N/A	N/A	N/A	N/A
Tax Code Chapter 312	County: Limestone County	2021	10 Years	\$ 1,841,400	See Detail Below	\$ -
	City:	N/A	N/A	N/A	N/A	N/A
	Other: S Limestone Co. Hospital Dist	2021	10 Years	\$ 743,800	See Detail Below	\$ -
Local Government Code Chapters 380/381	County:	N/A	N/A	N/A	N/A	N/A
	City:	N/A	N/A	N/A	N/A	N/A
	Other:	N/A	N/A	N/A	N/A	N/A
Freeport Exemptions	N/A	N/A	N/A	N/A	N/A	N/A
Non-Annexation Agreements	N/A	N/A	N/A	N/A	N/A	N/A
Enterprise Zone/Project	N/A	N/A	N/A	N/A	N/A	N/A
Economic Development Corporation	N/A	N/A	N/A		N/A	
Texas Enterprise Fund	N/A	N/A	N/A		N/A	
Employee Recruitment	N/A	N/A	N/A		N/A	
Skills Development Fund	N/A	N/A	N/A		N/A	
Training Facility Space and Equipment	N/A	N/A	N/A		N/A	
Infrastructure Incentives	N/A	N/A	N/A		N/A	
Permitting Assistance	N/A	N/A	N/A		N/A	
Other:	N/A	N/A	N/A		N/A	
Other:	N/A	N/A	N/A		N/A	
Other:	N/A	N/A	N/A		N/A	
Other:	N/A	N/A	N/A		N/A	
TOTAL				2,585,200		0

Additional information on incentives for this project:

County Terms: Prarie Hill Wind Project, LLC anticipates applying for tax abatement structured as follows: 100% Abatement for 10 years
Hospital District: Prarie Hill Wind Project, LLC anticipates applying for tax abatement structured as follows: 100% Abatement for 10 years



TAB 15

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

None



TAB 16

Description of Reinvestment Zone or Enterprise Zone, including:

- a) Evidence that the area qualifies as an enterprise zone as defined by the Governor's office
- b) Legal description of reinvestment zone*
- c) Order, resolution, or ordinance established the reinvestment zone*
- d) Guidelines and criteria for creating the zone*

- a) Not applicable
- b) Will be submitted once Limestone County creates the Reinvestment Zone
- c) Will be submitted once Limestone County creates the Reinvestment Zone
- d) Will be submitted once Limestone County adopts Guidelines and Criteria



TAB 17

Signature and Certification Page; signed and dated by Authorized School District Representative and Authorized Company Representative (applicant)

See Attached

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 ▶ Len Williams Superintendent
Print Name (Authorized School District Representative) Title

sign here ▶  11-14-2018
Signature (Authorized School District Representative) 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 ▶ Matt Riley Vice President
Print Name (Authorized Company Representative (Applicant)) Title

sign here ▶  November 13, 2018
Signature (Authorized Company Representative (Applicant)) Date

see attached

GIVEN under my hand and seal of office this, the _____ day of _____, _____

 Notary Public in and for the State of Texas

My Commission expires: _____

(Notary Seal)

If you make a false statement on this application, you could be found guilty of a Class A misdemeanor or a state jail felony under Texas Penal Code Section 37.10.

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

CIVIL CODE § 1189

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California)
County of Santa Barbara)

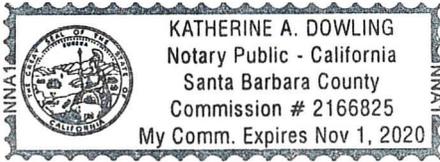
On November 13, 2018 before me, Katherine A. Dowling, Notary Public
Date Here Insert Name and Title of the Officer

personally appeared Matt T. Riley
Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.



Signature Katherine A. Dowling
Signature of Notary Public

Place Notary Seal Above

OPTIONAL

Though this section is optional, completing this information can deter alteration of the document or fraudulent reattachment of this form to an unintended document.

Description of Attached Document

Title or Type of Document: _____ Document Date: _____
Number of Pages: _____ Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____
 Corporate Officer — Title(s): _____
 Partner — Limited General
 Individual Attorney in Fact
 Trustee Guardian or Conservator
 Other: _____
Signer Is Representing: _____

Signer's Name: _____
 Corporate Officer — Title(s): _____
 Partner — Limited General
 Individual Attorney in Fact
 Trustee Guardian or Conservator
 Other: _____
Signer Is Representing: _____