
SARA LEON
& ASSOCIATES, LLC

September 25, 2019

Via Electronic Mail and Hand Delivery
Local Government Assistance & Economic Analysis
Texas Comptroller of Public Accounts
111 E. 17th Street
Austin, Texas 78774

Re: Application for a Chapter 313 Value Limitation Agreement between the
Needville Independent School District and Cutlass Solar LLC

First Year of Qualifying Time Period – 2020
First Year of Limitation – 2022

Dear Local Government Assistance and Economic Analysis Division:

The Needville Independent School District Board of Trustees approved the enclosed Application for Appraised Value Limitation on Qualified Property at a duly called meeting held on September 18, 2019. The Application was determined to be complete on September 25, 2019. The Applicant proposes to construct a solar powered electric generating facility in Fort Bend County. The project is anticipated to have a total capacity of 300MWac and be located within Fort Bend County Reinvestment Zone No. 23.

A copy is being provided to the Fort Bend 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

Enclosures

Austin • Houston • Corpus Christi

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cc: *Via U.S. Postal Service:*
Glen Whitehead, Chief Appraiser
Fort Bend County Appraisal District
2801 B.F. Terry Blvd.
Rosenberg, Texas 77471-5600

Via Electronic Mail: rhodesc@needvilleisd.com
Curtis Rhodes, Superintendent of Schools, Needville Independent School District

Via Electronic Mail: jwinslow@advancedpowerna.com
Jonathan Winslow, Vice President, Cutlass Solar LLC

Via Electronic Mail: cbrown@advancedpowerna.com
Collin Brown, Manager, Development, Cutlass Solar LLC

Via Electronic Mail: svandvck@cwlp.net
Steven Van Dyck, Consultant, Cummings Westlake LLC

CUTLASS SOLAR LLC

CHAPTER 313 APPLICATION
FOR APPRAISED VALUE LIMITATION
TO NEEDVILLE ISD

TAB 1

Pages 1 through 7 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

September, 18, 2019

Date Application Received by District

Curtis

First Name

Rhodes

Last Name

Superintendent

Title

Needville ISD

School District Name

16227 Highway 36

Street Address

Mailing Address

Needville

City

979-793-4308

Phone Number

TX

State

77461

ZIP

Fax Number

rhodesc@needvilleisd.com

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 Leon
First Name Last Name
Principal
Title
Sara Leon & Associates
Firm Name
512-637-4244 512-637-4245
Phone Number Fax Number
saraleongroup@saraleonlaw.com
Email Address
September 25, 2019

- 4. On what date did the district determine this application complete?
5. Has the district determined that the electronic copy and hard copy are identical? [X] Yes [] No

SECTION 2: Applicant Information

1. Authorized Company Representative (Applicant)

Jonathan Winslow
First Name Last Name
Vice President
Title
155 Federal Street, 17th Floor
Street Address
155 Federal Street, 17th Floor
Mailing Address
Boston MA 02110
City State ZIP
617-456-2208
Phone Number
jwinslow@advancedpowerna.com
Business Email Address

- 2. Will a company official other than the authorized company representative be responsible for responding to future information requests? [X] Yes [] No
2a. If yes, please fill out contact information for that person.

Collin Brown
First Name Last Name
Manager, Development
Title
155 Federal Street, 17th Floor
Street Address
155 Federal Street, 17th Floor
Mailing Address
Boston MA 02110
City State ZIP
617-456-2208
Phone Number
cbrown@advancedpowerna.com
Business Email Address

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

SECTION 2: Applicant Information (continued)

4. Authorized Company Consultant (If Applicable)

Steven _____ Van Dyck _____
 First Name Last Name
 Consultant _____
 Title _____
 Cummings Westlake LLC _____
 Firm Name _____
 713-266-4456 _____ 713-266-2333 _____
 Phone Number Fax Number
 svandyck@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? _____ Cutlass Solar LLC _____
2. List the Texas Taxpayer I.D. number of entity subject to Tax Code, Chapter 171 (11 digits) _____ 32068246134 _____
3. List the NAICS code _____ 221114 _____
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 Corporation _____
2. Is applicant a combined group, or comprised of members of a combined group, as defined by Tax Code §171.0001(7)? Yes No
 2a. If yes, attach in **Tab 3** a copy of Texas Comptroller Franchise Tax Form No. 05-165, No. 05-166, or any other documentation from the Franchise Tax Division to demonstrate the applicant's combined group membership and contact information.
3. Is the applicant current on all tax payments due to the State of Texas? Yes No
4. Are all applicant members of the combined group current on all tax payments due to the State of Texas? Yes No N/A
5. If the answer to question 3 or 4 is no, please explain and/or disclose any history of default, delinquencies and/or any material litigation, including litigation involving the State of Texas. (If necessary, attach explanation in **Tab 3**)

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
Company has 312 agreement with Fort Bend County and Fort Bend Drainage District and See Tab 5
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
Company has 312 agreement with Fort Bend County and Fort Bend Drainage District and See Tab 5
6. Has the applicant received commitments for state or local incentives for activities at the proposed project site? Yes No
Applicant's sole owner, Advanced Power, is evaluating other locations not in Texas and See Tab 5
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 March 2020
2. Commencement of construction Q2 2020
3. Beginning of qualifying time period July 1, 2020
4. First year of limitation January 1, 2022
5. Begin hiring new employees December 2021
6. Commencement of commercial operations December 2021
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 2021

SECTION 10: The Property

1. Identify county or counties in which the proposed project will be located Fort Bend County
2. Identify Central Appraisal District (CAD) that will be responsible for appraising the property Fort Bend 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: Fort Bend County; 100%; .445 City: N/A
(Name, tax rate and percent of project) (Name, tax rate and percent of project)
 Hospital District: N/A Water District: Fort Bend Drainage Dist; 100% ; .019
(Name, tax rate and percent of project) (Name, tax rate and percent of project)
 Other (describe): Wharton Co Jr College; 100% ; .14346 Other (describe): N/A
(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? 60,000,000.00
2. What is the amount of appraised value limitation for which you are applying? 60,000,000.00
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 [x] 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? [x] Yes [] No
3a. If yes, attach the applicable supporting documentation:
a. evidence that the area qualifies as a enterprise zone as defined by the Governor's Office (Tab 16);
b. legal description of reinvestment zone (Tab 16);
c. order, resolution or ordinance establishing the reinvestment zone (Tab 16);
d. guidelines and criteria for creating the zone (Tab 16); and
e. a map of the reinvestment zone or enterprise zone boundaries with vicinity map (Tab 11)
3b. If no, submit detailed description of proposed reinvestment zone or enterprise zone with a map indicating the boundaries of the zone on which you propose new construction or new improvements to the Comptroller's office within 30 days of the application date. What is the anticipated date on which you will submit final proof of a reinvestment zone or enterprise zone?

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

- 1. In Tab 10, attach a specific and detailed description of all existing property. This includes buildings and improvements existing as of the application review start date (the date the application is determined to be complete by the Comptroller). The description must provide sufficient detail to locate all existing property on the land that will be subject to the agreement and distinguish existing property from future proposed property.
2. In Tab 10, attach a specific and detailed description of all proposed new property that will not become new improvements as defined by TAC 9.1051. This includes proposed property that: functionally replaces existing or demolished/removed property; is used to maintain, refurbish, renovate, modify or upgrade existing property; or is affixed to existing property; or is otherwise ineligible to become qualified property. The description must provide sufficient detail to distinguish existing property (question 1) and all proposed new property that cannot become qualified property from proposed qualified property that will be subject to the agreement (as described in Section 12 of this application).
3. For the property not eligible to become qualified property listed in response to questions 1 and 2 of this section, provide the following supporting information in Tab 10:
a. maps and/or detailed site plan;
b. surveys;
c. appraisal district values and parcel numbers;
d. inventory lists;
e. existing and proposed property lists;
f. model and serial numbers of existing property; or
g. other information of sufficient detail and description.
4. Total estimated market value of existing property (that property described in response to question 1): \$ 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 2019
(year)
3. What were the number of permanent jobs (more than 1,600 hours a year) this applicant had in Texas during the most recent quarter reported to the Texas Workforce Commission (TWC)? 0
Note: For job definitions see TAC §9.1051 and Tax Code §313.021(3).
4. What is the number of new qualifying jobs you are committing to create? 3
5. What is the number of new non-qualifying jobs you are estimating you will create? 0
6. Do you intend to request that the governing body waive the minimum new qualifying job creation requirement, as provided under Tax Code §313.025(f-1)? Yes No
 - 6a. If yes, attach evidence in **Tab 12** documenting that the new qualifying job creation requirement above exceeds the number of employees necessary for the operation, according to industry standards.
7. Attach in **Tab 13** the four most recent quarters of data for each wage calculation below, including documentation from the TWC website. The final actual statutory minimum annual wage requirement for the applicant for each qualifying job — which may differ slightly from this estimate — will be based on information from the four quarterly periods for which data were available at the time of the application review start date (date of a completed application). See TAC §9.1051(21) and (22).
 - a. Average weekly wage for all jobs (all industries) in the county is 997.00
 - b. 110% of the average weekly wage for manufacturing jobs in the county is 1,689.05
 - c. 110% of the average weekly wage for manufacturing jobs in the region is 1,309.61
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? 68,100.00
10. What is the annual wage you are committing to pay for each of the new qualifying jobs you create on the qualified property? 68,100.00
11. Will the qualifying jobs meet all minimum requirements set out in Tax Code §313.021(3)? Yes No
12. Do you intend to satisfy the minimum qualifying job requirement through a determination of cumulative economic benefits to the state as provided by §313.021(3)(F)? Yes No
 - 12a. If yes, attach in **Tab 12** supporting documentation from the TWC, pursuant to §313.021(3)(F).
13. Do you intend to rely on the project being part of a single unified project, as allowed in §313.024(d-2), in meeting the qualifying job requirements? Yes No
 - 13a. If yes, attach in **Tab 6** supporting documentation including a list of qualifying jobs in the other school district(s).

SECTION 15: Economic Impact

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

TAB 2

Proof of Payment of Application Fee

Please find on the attached page, a copy of the check for the \$75,000 application fee paid to Needville ISD.

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)*

Not Applicable

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.

Cutlass Solar LLC, the applicant, is requesting an appraised value limitation from Needville Independent School District (ISD) for Cutlass Solar LLC's solar project (the "Project") a proposed solar powered electric generating facility in Fort Bend County. The proposed Cutlass Solar Project (the subject of this application to Needville ISD) expects to be constructed within a Fort Bend County Reinvestment Zone No.23 that was established by Fort Bend County Commissioners Court on May 7th, 2019. A map showing the intended location of the project is included in TAB 11. A projected timeline of the project activities is included in Section 9 of the application.

The proposed Project is anticipated to have a total capacity of 300 MWac and be located in Fort Bend County. Solar equipment selection is ongoing at this time and has not been finalized. The exact number of solar panels will vary depending upon the panels and inverters selected, manufacturer's availability and prices, ongoing engineering design optimization, and the final megawatt generating capacity of the Project when completed. While exact equipment suppliers have not yet been chosen, the project intends to utilize top tier suppliers with proven track records and quality standards. The proposed project intends to include, but is not limited to, the following types of equipment, as is standard with utility scale solar projects:

- Solar modules/panels;
- Racking, mounting, and tracking structures;
- Inverters;
- Combiner boxes;
- Meteorological equipment;
- Supervisory Control and Data Acquisition (SCADA) System
- Transformers;
- Piles and/or foundations;
- Equipment/storage shed and/or possibly an O&M building;
- Roadways, paving and fencing;
- Collection system;
- Electrical substations and switchyards;
- Generation transmission tie line and associated towers, and interconnection facilities.

TAB 5

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

Cutlass Solar LLC, the applicant, is currently 100% indirectly owned by Advanced Power. Cutlass Solar LLC is developing the Cutlass Solar project in Fort Bend County. Advanced Power is a privately-owned company whose mandate is to develop, acquire, own and manage power generation and related infrastructure projects throughout Europe and North America. Advanced Power's leadership has a proven track record of identifying, developing and managing power generation and related infrastructure projects. Advanced Power's management has led the development of over 16,000 MW of power generation projects and over \$8 billion of project financing. Since 2006, Advanced Power has developed more than 4,000 MW of generation in the United States and Europe, including Carroll County Energy (owned by Carroll County Energy LLC) a 700MW generation facility in Carroll County, Ohio; the Cricket Valley Energy Center (owned by Cricket Valley Energy LLC) a 1,100 MW generation facility currently under construction in Dover, NY; and South Field Energy (owned by South Field Energy LLC) a 1,105 MW generation facility currently under construction near Wellsville, Ohio. Advanced Power is majority owned by its senior management and Board of Directors and is headquartered in Zug, Switzerland, with offices in Boston.

As a developer with international scope and capabilities, Advanced Power 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 project characteristics. Advanced Power is exploring projects outside of the state of Texas. In addition, Advanced Power 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 solar 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, Advanced Power would be unable to finance and build the Cutlass Solar project in Texas even with a signed PPA because of the low price in the PPA. Without the 313 Value Limitation, Advanced Power would be forced to walk away from the Cutlass Solar project and invest in other projects in other states, where the rate of return is higher. Cutlass Solar LLC has entered into Chapter 312 Agreements with Fort Bend County and Fort Bend

County Drainage District as part of the economic incentives package needed to make the Cutlass Solar project economically viable and move forward as proposed in this application.

Cutlass Solar has entered into lease agreements with certain landowners. These leases include an option period (or feasibility period) whereby Cutlass Solar can terminate the lease agreements, at its discretion, without commencing construction of the project.

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).

| <u>JURISDICTION</u> | <u>2018 TAX RATE</u> | <u>DISTRICT %</u> |
|----------------------------------|----------------------|-------------------|
| 1) Fort Bend County | \$.445000 | 100% |
| 2) Needville ISD | \$1.539523 | 100% |
| 3) Fort Bend Drainage District | \$.019000 | 100% |
| 4) Wharton County Junior College | \$.14346 | 100% |

TAB 7

Description of Qualified Investment

Cutlass Solar LLC plans to construct a 300 MWac solar electric generating facility in Fort Bend County.

This application covers all qualified property within Needville ISD necessary for the commercial operations of the proposed solar electric generating facility described in Tab 4. All panels will be located in Needville ISD. Panel placement is subject to change but for purposes of this application, the Project anticipates using approximately 960,000 solar modules and approximately 96 inverters.

This application covers all qualified investment and qualified property necessary for the commercial operations of the solar electric generating facility.

Qualified Investment and qualified property include, but is not limited to, Qualified Investment and qualified property include, but are not limited to:

- collection systems
- transmission lines
- electrical interconnections
- roads
- control systems necessary for commercial generation of electricity
- solar modules/panels
- foundations
- racking and mounting structures
- inverters
- transformers
- supervisory control and data acquisition (SCADA)
- combiner boxes
- meteorological equipment
- maintenance and operations building
- paving
- fencing
- electrical substations
- generation transmission tie line and associated towers, and interconnection facilities and control systems necessary for commercial generation of electricity.

TAB 8

Description of Qualified Property

Cutlass Solar LLC plans to construct a 300 MWac solar electric generating facility in Fort Bend County.

This application covers all qualified property within Needville ISD necessary for the commercial operations of the proposed solar electric generating facility described in Tab 4. All panels will be located in Needville ISD. Panel placement is subject to change but for purposes of this application, the Project anticipates using approximately 960,000 solar modules and approximately 96 inverters.

This application covers all qualified investment and qualified property necessary for the commercial operations of the solar electric generating facility.

Qualified Investment and qualified property include, but is not limited to, Qualified Investment and qualified property include, but are not limited to:

- collection systems
- transmission lines
- electrical interconnections
- roads
- control systems necessary for commercial generation of electricity
- solar modules/panels
- foundations
- racking and mounting structures
- inverters
- transformers
- supervisory control and data acquisition (SCADA)
- combiner boxes
- meteorological equipment
- maintenance and operations building
- paving
- fencing
- electrical substations
- generation transmission tie line and associated towers, and interconnection facilities and control systems necessary for commercial generation of electricity.

TAB 9

Description of Land

Not Applicable

TAB 10

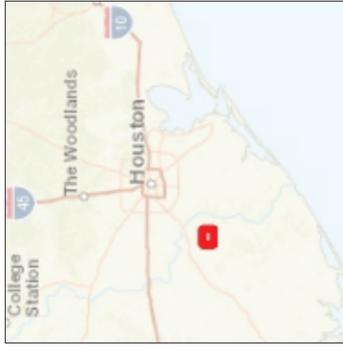
Description of all property not eligible to become qualified property (if applicable)

Not Applicable

TAB 11

Maps 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



LEGEND

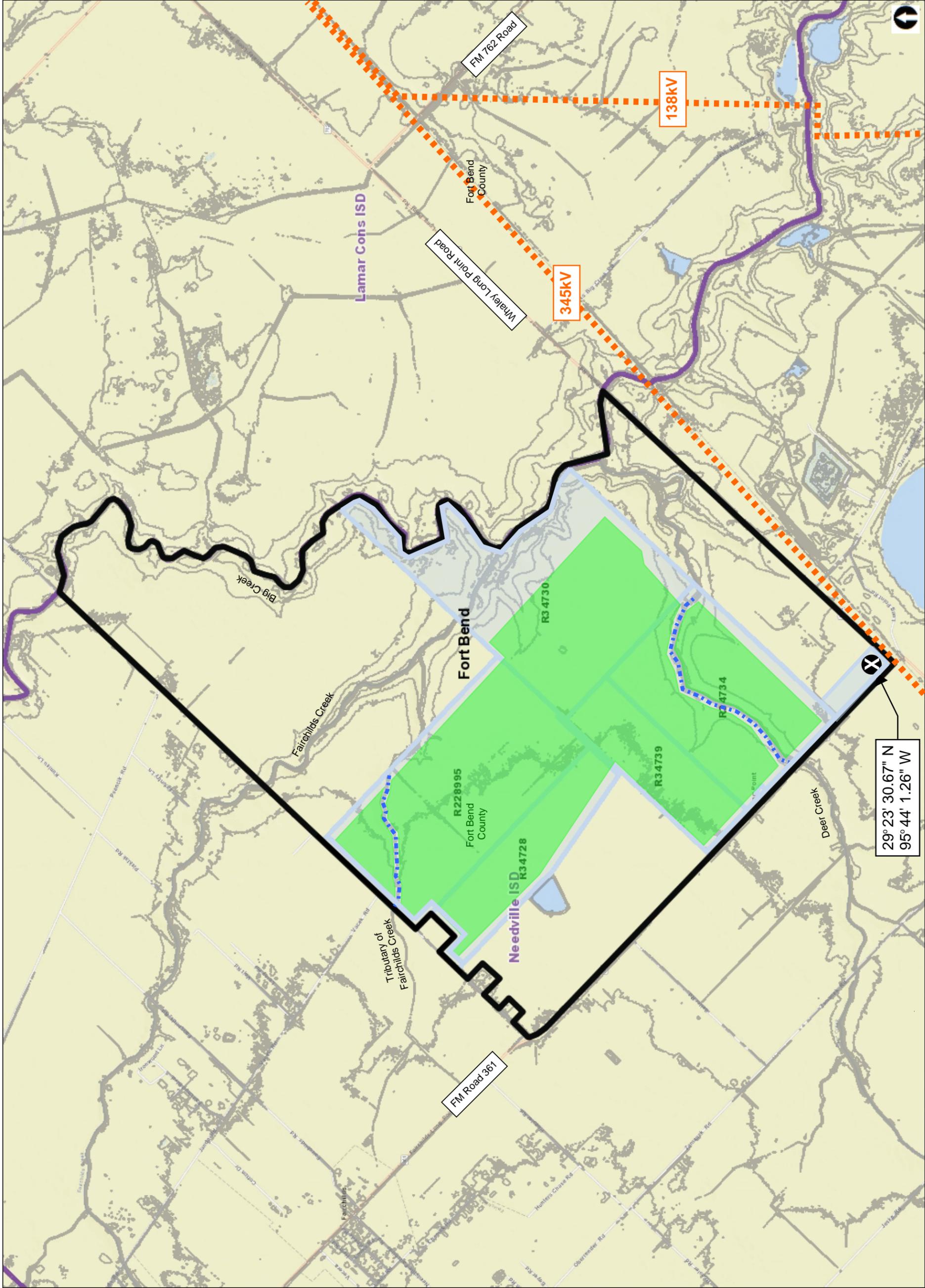
- 5ft Contours
- ▭ School Districts
- ▭ County Boundary
- ▭ Reinvestment Zone
- ▭ Lease Area
- ▭ Project Area: Conceptual Array & Equipment Areas, including Access Roads & Civil Features
- ▭ Area Transmission
- ▭ County Roads
- ▭ Drainage Channel
- ⊗ Conceptual Project Substation, Gen-Tie Line and Operations & Maintenance Building

1 inch equals 2800 Feet



Project Map

Disclaimer
 This product is offered for informational purposes and may not have been prepared for or be suitable for legal, engineering, or surveying purposes. It does not represent an on-the-ground survey and represents only the approximate relative location of property, the approximate political boundaries of related facilities and boundaries. No warranties are made by Jones & Carter, Inc. concerning the accuracy, completeness, reliability, or usability of the information included within this exhibit. This map was automatically generated using Geocortex Essentials.





LEGEND

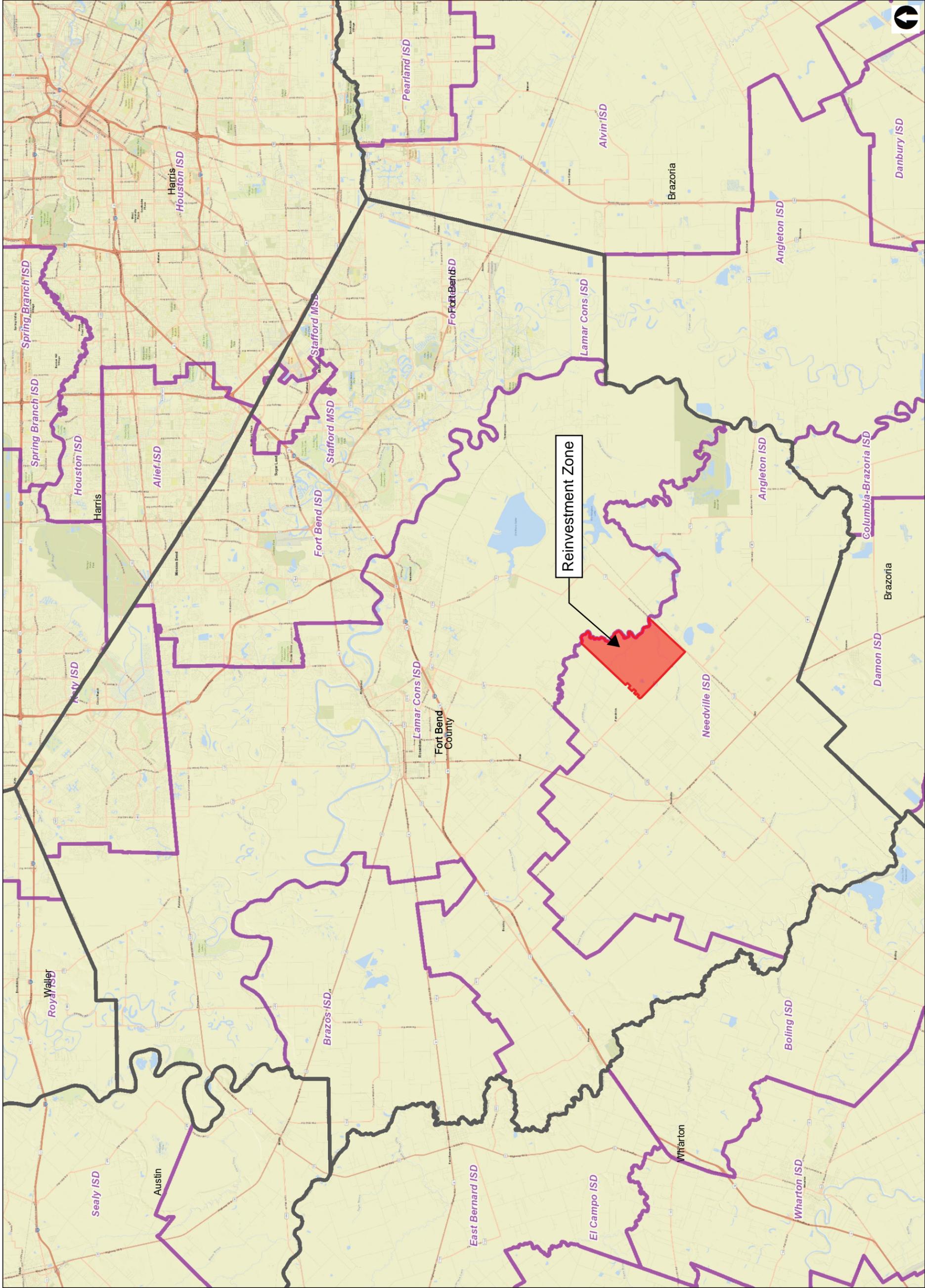
- School Districts
- County Boundary
- Reinvestment Zone

1 inch equals 22500 Feet



Vicinity Map

Disclaimer
 This product is offered for informational purposes and may not have been prepared for or be suitable for legal, engineering, or surveying purposes. It does not represent an on-the-ground survey and represents only the approximate relative location of property, the approximate political boundaries of related facilities and boundaries. No warranties are made by Jones & Carter, Inc. concerning the accuracy, completeness, reliability, or usability of the information included within this exhibit. This map was automatically generated using Geocortex Essentials.



TAB 12

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

See Attached



CUMMINGS WESTLAKE
PROPERTY TAX ADVISORS

September 5, 2019

Ms. Curtis Rhodes
Needville Independent School District
16227 Highway 36
Needville, Tx 77461

Re: Chapter 313 Job Waiver Request

Dear Mr. Rhodes,

Cutlass Solar LLC requests that the Needville Independent School District 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.

Cutlass Solar LLC requests that the Needville Independent School District makes such a finding and waive the job creation requirement for 10 permanent jobs. In line with industry standards for job requirements, Cutlass Solar LLC has committed to create 3 total jobs for the project which will be in Needville Independent School District.

Solar 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 number of jobs committed to in this application is in line with the industry standards for a project this size. This is evidenced by previously filed limitation agreement applications by solar developers who also requested a waiver of job requirements. In addition, there are educational materials and other documentation that also suggest that Cutlass Solar LLC has the appropriate number of jobs for this project at one permanent job per 75MW - 100MW of installed capacity. The permanent employees of a solar project maintain, and service solar panels, 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,

Steven Van Dyck
Consultant

12837 Louetta Road, Suite 201 | Cypress, Texas 77429-5611

P: 713.266.4456 W: cwlp.net

TAB 13

Calculation of three possible wage requirements with TWC documentation

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

CUTLASS SOLAR LLC
TAB 13 TO CHAPTER 313 APPLICATION

FORT BEND COUNTY
CHAPTER 313 WAGE CALCULATION - ALL JOBS - ALL INDUSTRIES

| QUARTER | YEAR | AVG WEEKLY WAGES* | ANNUALIZED |
|---------|------|-------------------|------------|
| FIRST | 2019 | \$ 1,046 | \$ 54,392 |
| SECOND | 2018 | \$ 959 | \$ 49,868 |
| THIRD | 2018 | \$ 952 | \$ 49,504 |
| FOURTH | 2018 | \$ 1,031 | \$ 53,612 |
| AVERAGE | | \$ 997.00 | \$ 51,844 |

FORT BEND COUNTY
CHAPTER 313 WAGE CALCULATION - MANUFACTURING JOBS

| QUARTER | YEAR | AVG WEEKLY WAGES* | ANNUALIZED |
|---------|------|-------------------|--------------|
| FIRST | 2019 | \$ 1,672 | \$ 86,944 |
| SECOND | 2018 | \$ 1,417 | \$ 73,684 |
| THIRD | 2018 | \$ 1,447 | \$ 75,244 |
| FOURTH | 2018 | \$ 1,606 | \$ 83,512 |
| AVERAGE | | \$ 1,536 | \$ 79,846 |
| X | | 110% | 110% |
| | | \$ 1,689.05 | \$ 87,830.60 |

CHAPTER 313 WAGE CALCULATION - REGIONAL WAGE RATE

| | YEAR | AVG WEEKLY WAGES* | ANNUALIZED |
|-------------------|------|-------------------|------------|
| HOUSTON-GALVESTON | 2018 | \$ 1,191 | \$ 61,909 |
| X | | 110% | 110% |
| | | \$ 1,309.61 | \$ 68,100 |

* SEE ATTACHED TWC DOCUMENTATION

Quarterly Employment and Wages (QCEW)

| Year | Period | Area | Ownership | Industry Code | Industry | Average Weekly Wage |
|------|--------|-----------|-----------|---------------|---------------|---------------------|
| 2018 | 02 | Fort Bend | Private | 31-33 | Manufacturing | 1417 |
| 2018 | 03 | Fort Bend | Private | 31-33 | Manufacturing | 1447 |
| 2018 | 04 | Fort Bend | Private | 31-33 | Manufacturing | 1606 |
| 2019 | 01 | Fort Bend | Private | 31-33 | Manufacturing | 1672 |

Quarterly Employment and Wages (QCEW)

| Year | Period | Area | Ownership | Industry Code | Industry | Average Weekly Wage |
|------|--------|-----------|-----------|---------------|-----------------------|---------------------|
| 2018 | 02 | Fort Bend | Total All | 10 | Total, All Industries | 959 |
| 2018 | 03 | Fort Bend | Total All | 10 | Total, All Industries | 952 |
| 2018 | 04 | Fort Bend | Total All | 10 | Total, All Industries | 1031 |
| 2019 | 01 | Fort Bend | Total All | 10 | Total, All Industries | 1046 |

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

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

Date 9/18/2019
Applicant Name CUTLASS SOLAR LLC
ISD Name NEEDVILLE ISD

| PROPERTY INVESTMENT AMOUNTS | | | | | | | |
|--|--|---|---|---|---|--|---|
| (Estimated investment in each year. Do not put cumulative totals.) | | | | | | | |
| Year | School Year (YYYY) | Tax Year (YYYY) (Fill in actual tax year below) | Column A New investment (original cost) in tangible personal property placed in service during this year that will become Qualified Property | Column B New investment made during this year in buildings or permanent nonremovable components of buildings that will become Qualified Property | Column C Other new investment made during this year that will not become Qualified Property [SEE NOTE] | Column D Other new investment made during this year that may become Qualified Property [SEE NOTE] | Column E Total Investment (Sum of Columns A+B+C+D) |
| Investment made before filing complete application with district | | | Not eligible to become Qualified Property | | | | 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 or qualifying time period) | 2020 | 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 | | | 67,500,000 | 0 | 0 | 0 | 67,500,000 |
| Complete tax years of qualifying time period | QTP1 | 2021-2022 | 201,500,000 | 1,000,000 | 0 | 0 | 202,500,000 |
| Total Investment through Qualifying Time Period [ENTER this row in Schedule A2] | | | 269,000,000 | 1,000,000 | 0 | 0 | 270,000,000 |
| Total Qualified Investment (sum of green cells) | | | 270,000,000 | Enter amounts from TOTAL row above in Schedule A2 | | | |

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

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

Date: 9/18/2019
Applicant Name: CUTLASS SOLAR LLC
ISD Name: NEEDVILLE ISD

| PROPERTY INVESTMENT AMOUNTS (Estimated investment in each year. Do not put cumulative totals.) | | | | | | | | | | | | |
|---|----------------------------|--|---|---|---|---|---|---|----------------------------|---|-------------|--|
| Year | School Year (YYYY-YYYY) | Tax Year (Fill in actual tax year below) | Column A | | 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 investment made during this year that will not become Qualified Property (SEE NOTE) | Other investment made during this year that will become Qualified Property (SEE NOTE) | Other investment made during this year that will 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* | | | 289,000,000 | 1,000,000 | 0 | 0 | 0 | 0 | 0 | 0 | 270,000,000 | |
| TOTALS FROM SCHEDULE A1 | | | Enter amounts from TOTAL row in Schedule A1 in the row below | | | | | | | | | |
| 0 | 2020-2021 | 2020 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | |
| 0 | 2021-2022 | 2021 | | | | | | | | | | |
| 1 | 2022-2023 | 2022 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | |
| 2 | 2023-2024 | 2023 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | |
| 3 | 2024-2025 | 2024 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | |
| 4 | 2025-2026 | 2025 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | |
| 5 | 2026-2027 | 2026 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | |
| 6 | 2027-2028 | 2027 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | |
| 7 | 2028-2029 | 2028 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | |
| 8 | 2029-2030 | 2029 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | |
| 9 | 2030-2031 | 2030 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | |
| 10 | 2031-2032 | 2031 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | |
| Total Investment made through limitation | | | 269,000,000 | 1,000,000 | 0 | 0 | 0 | 0 | 0 | 0 | 270,000,000 | |
| 11 | 2032-2033 | 2032 | | | | | | | | | | |
| 12 | 2033-2034 | 2033 | | | | | | | | | | |
| 13 | 2034-2035 | 2034 | | | | | | | | | | |
| 14 | 2035-2036 | 2035 | | | | | | | | | | |
| 15 | 2036-2037 | 2036 | | | | | | | | | | |
| 16 | 2037-2038 | 2037 | | | | | | | | | | |
| 17 | 2038-2039 | 2038 | | | | | | | | | | |
| 18 | 2039-2040 | 2039 | | | | | | | | | | |
| 19 | 2040-2041 | 2040 | | | | | | | | | | |
| 20 | 2041-2042 | 2041 | | | | | | | | | | |
| 21 | 2042-2043 | 2042 | | | | | | | | | | |
| 22 | 2043-2044 | 2043 | | | | | | | | | | |
| 23 | 2044-2045 | 2044 | | | | | | | | | | |
| 24 | 2045-2046 | 2045 | | | | | | | | | | |
| 25 | 2046-2047 | 2046 | | | | | | | | | | |
| Each year prior to start of value limitation period** <i>Insert as many rows as necessary</i> | | | | | | | | | | | | |
| Value limitation period*** | | | | | | | | | | | | |
| Continue to maintain viable presence | | | | | | | | | | | | |
| Additional years for 25 year economic impact as required by 313.028(c)(1) | | | | | | | | | | | | |

* All investments made through the qualifying time period are captured and totaled on Schedule A1 (blue box) and incorporated into this schedule in the first row.
 ** Only investment made during deferrals of the start of the limitation (after the end of qualifying time period but before the start of the Value Limitation Period) should be included in the "year prior to start of value limitation period" row(s). If the limitation starts at the end of the qualifying time period or the qualifying time period overlaps the limitation, no investment should be included on this line.
 *** If your qualifying time period will overlap your value limitation period, do not also include investment made during the qualifying time period in years 1 and/or 2 of the value limitation period, depending on the overlap. Only include investments/years that were not captured on Schedule A1.
 For All Columns: List amount invested each year, not cumulative totals. Only include investments in the remaining rows of Schedule A2 that were not captured on Schedule A1.
 Column A: This represents the total dollar amount of planned investment in tangible personal property. Only include estimates of investment for "replacement" property if the property is specifically described in the application.
 Column B: 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 result in qualified property are land or professional services.

| 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 |
| 0 | 2020-2021 | 2020 | 0 | 0 | 0 | 0 | 0 | 0 |
| 0 | 2021-2022 | 2021 | 0 | 500,000 | 33,750,000 | 33,750,000 | 34,250,000 | 34,250,000 |
| 1 | 2022-2023 | 2022 | 0 | 1,000,000 | 175,959,000 | 176,959,000 | 176,959,000 | 60,000,000 |
| 2 | 2023-2024 | 2023 | 0 | 975,000 | 161,859,600 | 162,834,600 | 162,834,600 | 60,000,000 |
| 3 | 2024-2025 | 2024 | 0 | 950,600 | 146,645,100 | 147,595,700 | 147,595,700 | 60,000,000 |
| 4 | 2025-2026 | 2025 | 0 | 926,800 | 130,202,100 | 131,128,900 | 131,128,900 | 60,000,000 |
| 5 | 2026-2027 | 2026 | 0 | 903,600 | 112,455,000 | 113,358,600 | 113,358,600 | 60,000,000 |
| 6 | 2027-2028 | 2027 | 0 | 881,000 | 93,290,400 | 94,171,400 | 94,171,400 | 60,000,000 |
| 7 | 2028-2029 | 2028 | 0 | 859,000 | 72,594,900 | 73,453,900 | 73,453,900 | 60,000,000 |
| 8 | 2029-2030 | 2029 | 0 | 837,500 | 50,236,200 | 51,073,700 | 51,073,700 | 51,073,700 |
| 9 | 2030-2031 | 2030 | 0 | 816,600 | 37,800,000 | 38,616,600 | 38,616,600 | 38,616,600 |
| 10 | 2031-2032 | 2031 | 0 | 796,200 | 37,800,000 | 38,596,200 | 38,596,200 | 38,596,200 |
| 11 | 2032-2033 | 2032 | 0 | 776,300 | 37,800,000 | 38,576,300 | 38,576,300 | 38,576,300 |
| 12 | 2033-2034 | 2033 | 0 | 756,900 | 37,800,000 | 38,556,900 | 38,556,900 | 38,556,900 |
| 13 | 2034-2035 | 2034 | 0 | 738,000 | 37,800,000 | 38,538,000 | 38,538,000 | 38,538,000 |
| 14 | 2035-2036 | 2035 | 0 | 719,600 | 37,800,000 | 38,519,600 | 38,519,600 | 38,519,600 |
| 15 | 2036-2037 | 2036 | 0 | 701,600 | 37,800,000 | 38,501,600 | 38,501,600 | 38,501,600 |
| 16 | 2037-2038 | 2037 | 0 | 684,100 | 37,800,000 | 38,484,100 | 38,484,100 | 38,484,100 |
| 17 | 2038-2039 | 2038 | 0 | 667,000 | 37,800,000 | 38,467,000 | 38,467,000 | 38,467,000 |
| 18 | 2039-2040 | 2039 | 0 | 650,300 | 37,800,000 | 38,450,300 | 38,450,300 | 38,450,300 |
| 19 | 2040-2041 | 2040 | 0 | 634,000 | 37,800,000 | 38,434,000 | 38,434,000 | 38,434,000 |
| 20 | 2041-2042 | 2041 | 0 | 618,200 | 37,800,000 | 38,418,200 | 38,418,200 | 38,418,200 |
| 21 | 2042-2043 | 2042 | 0 | 602,700 | 35,910,000 | 36,512,700 | 36,512,700 | 36,512,700 |
| 22 | 2043-2044 | 2043 | 0 | 587,600 | 35,910,000 | 36,497,600 | 36,497,600 | 36,497,600 |
| 23 | 2044-2045 | 2044 | 0 | 572,900 | 35,910,000 | 36,482,900 | 36,482,900 | 36,482,900 |
| 24 | 2045-2046 | 2045 | 0 | 558,600 | 35,910,000 | 36,468,600 | 36,468,600 | 36,468,600 |
| 25 | 2046-2047 | 2046 | 0 | 544,600 | 35,910,000 | 36,454,600 | 36,454,600 | 36,454,600 |

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: 9/18/2019
 Applicant Name: CUTLASS SOLAR LLC
 ISD Name: NEEDVILLE ISD

| | Year | School Year (YYYY-YYYY) | Tax Year (Actual tax year) YYYY | Construction | | Non-Qualifying Jobs | | Qualifying Jobs | |
|---|---------------------|----------------------------|---------------------------------------|--|---|---|--|---|--------|
| | | | | Column A Number of Construction FTEs 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 | 2020-2021 | 2020 | 220 FTE | 66,222 | 0 | 0 | 0 | 0 |
| | 0 | 2021-2022 | 2021 | 220 FTE | 66,222 | 0 | 0 | 0 | 0 |
| | 1 | 2022-2023 | 2022 | N/A | N/A | 0 | 3 | 3 | 68,100 |
| | 2 | 2023-2024 | 2023 | N/A | N/A | 0 | 3 | 3 | 68,100 |
| | 3 | 2024-2025 | 2024 | N/A | N/A | 0 | 3 | 3 | 68,100 |
| | 4 | 2025-2026 | 2025 | N/A | N/A | 0 | 3 | 3 | 68,100 |
| | 5 | 2026-2027 | 2026 | N/A | N/A | 0 | 3 | 3 | 68,100 |
| | 6 | 2027-2028 | 2027 | N/A | N/A | 0 | 3 | 3 | 68,100 |
| | 7 | 2028-2029 | 2028 | N/A | N/A | 0 | 3 | 3 | 68,100 |
| | 8 | 2029-2030 | 2029 | N/A | N/A | 0 | 3 | 3 | 68,100 |
| Value Limitation Period <i>The qualifying time period could overlap the value limitation period.</i> | 9 | 2030-2031 | 2030 | N/A | N/A | 0 | 3 | 3 | 68,100 |
| | 10 | 2031-2032 | 2031 | N/A | N/A | 0 | 3 | 3 | 68,100 |
| | 11 through 25 | 2032-2046 | 2032-2046 | N/A | N/A | 0 | 3 | 3 | 68,100 |
| Years Following Value Limitation Period | | | | | | | | | |

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

- C1.** Are the cumulative number of qualifying jobs listed in Column D less than the number of qualifying jobs required by statute? (25 qualifying jobs in Subchapter B districts, 10 qualifying jobs in Subchapter C districts)
 If yes, answer the following two questions:
- C1a.** Will the applicant request a job waiver, as provided under 313.025(f-1)?
- C1b.** Will the applicant avail itself of the provision in 313.021(3)(F)?

Yes No

Yes No

Yes No

Schedule D: Other Incentives (Estimated)

Date: 9/18/2019
 Applicant Name: CUTLASS SOLAR LLC
 ISD Name: NEEDVILLE ISD
 Form 50-296A
 Revised May 2014

| State and Local Incentives for which the Applicant intends to apply (Estimated) | | | | | | |
|---|--|---------------------------|---------------------|-----------------------------------|------------------|------------------------|
| Incentive Description | Taxing Entity (as applicable) | Beginning Year of Benefit | Duration of Benefit | Annual Tax Levy without Incentive | Annual Incentive | Annual Net Tax Levy |
| Tax Code Chapter 311 | County: N/A City: N/A Other: N/A | | N/A | N/A | N/A | N/A |
| Tax Code Chapter 312 | County: Fort Bend City: N/A Other: Fort Bend Drainage District | 2022 | 10 | ANNUAL AVG - \$488,551 | SEE BELOW | ANNUAL AVG - \$136,636 |
| Local Government Code Chapters 380/381 | County: N/A City: N/A Other: N/A | 2022 | 10 | ANNUAL AVG - \$20,882 | N/A | ANNUAL AVG - \$5,840 |
| Freepport Exemptions | N/A | | N/A | N/A | N/A | N/A |
| Non-Annexation Agreements | N/A | | N/A | N/A | N/A | N/A |
| Enterprise Zone/Project | N/A | | N/A | N/A | N/A | N/A |
| Economic Development Corporation | N/A | | N/A | N/A | N/A | N/A |
| Texas Enterprise Fund | N/A | | N/A | N/A | N/A | N/A |
| Employee Recruitment | N/A | | N/A | N/A | N/A | N/A |
| Skills Development Fund | N/A | | N/A | N/A | N/A | N/A |
| Training Facility Space and Equipment | N/A | | N/A | N/A | N/A | N/A |
| Infrastructure Incentives | N/A | | N/A | N/A | N/A | N/A |
| Permitting Assistance | N/A | | N/A | N/A | N/A | N/A |
| Other: | N/A | | N/A | N/A | N/A | N/A |
| Other: | N/A | | N/A | N/A | N/A | N/A |
| Other: | N/A | | N/A | N/A | N/A | N/A |
| Other: | N/A | | N/A | N/A | N/A | N/A |
| TOTAL | | | | \$ 509,433 | | \$ 142,476 |

Additional information on incentives for this project:

Abatement Terms: Both of the abatements have the same Terms for 10 years as follows 85%--85%--80%--80%--70%--60%--50%--40%--20%

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 a 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**

16a) Not Applicable

16b) See Attached

16c) See Attached

16d) Fort Bend County Guidelines and Criteria attached

Legal Description of All Parcels within the Reinvestment Zone

R-34736: 0051 E LIPPINCOTT, ACRES 1247.85 0051 E LIPPINCOTT, ACRES 1247.85;
Needville Abst Group 5.

R-228995: 0051 E LIPPINCOTT, ACRES 548.959 0051 E LIPPINCOTT, ACRES 548.959;
Needville Abst Group 5.

R-34728: 0051 E Lippincott, TRACT A (Pt), ACRES 216.316 0051 E Lippincott, TRACT A (Pt),
ACRES 216.316; Needville Abst Group 5.

R-152289: 0051 E LIPPINCOTT, ACRES 211.0123 0051 E LIPPINCOTT, ACRES 211.0123;
Needville Abst Group 5.

R-311517: 0051 E LIPPINCOTT, TRACT B, ACRES 226.6625 0051 E LIPPINCOTT, TRACT
B, ACRES 226.6625; Needville Abst Group 5.

R-34730: 0051 E. Lippincott, Tract 1, Acres 623.925, Needville Abstract Group 5.

R-34739: 0051 E LIPPINCOTT, ACRES 210 0051 E LIPPINCOTT, ACRES 210; Needville Abst
Group 5.

R-34734: 0051 E LIPPINCOTT, ACRES 412 0051 E LIPPINCOTT, ACRES 412; Needville Abst
Group 5.

THE STATE OF TEXAS §
 §
COUNTY OF FORT BEND §

The Commissioners Court of Fort Bend County, Texas (the "Commissioners Court"), acting for and on behalf of Fort Bend County, Texas, convened in regular session at a regular term of said Court, open to the public, on the 7th day of May 2019, in the Commissioners Courtroom, 401 Jackson St., 2nd Floor, Richmond, Texas.

WHEREUPON, among other business, the following was transacted at said meeting:

ORDER DESIGNATING FORT BEND COUNTY REINVESTMENT ZONE NO. 23

The Order was duly introduced for the consideration of the Commissioners Court and reviewed in full. It was then duly moved and seconded that the Order be adopted; and, after due discussion, the motion, carrying with it the adoption of the Order, prevailed and carried by the following vote:

AYES: 5

NAYES: 0

The County Judge thereupon announced that the Motion had duly and lawfully carried and that the Order had been duly and lawfully adopted. The Order thus adopted follows:

ORDER DESIGNATING FORT BEND COUNTY
REINVESTMENT ZONE NO. 23

WHEREAS, the County Commissioners Court passed and approved Guidelines and Criteria for Granting Tax Abatement in Reinvestment Zones created in Fort Bend County, Texas, on February 26, 2019;

WHEREAS, pursuant to the Guidelines, the County has received a request for designation of a Reinvestment Zone and Tax Abatement;

WHEREAS, notice was given to all taxing entities where the proposed zone is to be located;

WHEREAS, after proper notice had been given in the April 26, 2019 edition of the Fort Bend Herald, the County has held a public hearing on May 7, 2019, where all interested persons were given an opportunity to speak, and evidence for and against the designation of Fort Bend County Reinvestment Zone No. 23 was gathered;

WHEREAS, the County Commissioners Court has determined, based on evidence gathered, that the improvements sought to be located in proposed Reinvestment Zone No.23 are feasible and practical and would be a benefit to the land to be included in Reinvestment Zone No. 23 and to the County after the expiration of the Tax Abatement Agreement; and

WHEREAS, the designation of Reinvestment Zone No. 23 will reasonably likely contribute to the retention or expansion of primary employment, increase business opportunities in Fort Bend County and contribute to the economic development of both the property in Reinvestment Zone No. 23 and to Fort Bend County;

NOW THEREFORE, BE IT ORDERED BY THE COUNTY COMMISSIONERS COURT OF FORT BEND COUNTY:

SECTION ONE

That the findings and provisions set out in the preamble of this Order are hereby found to be true and correct, and are made a part of this Order for all purposes.

SECTION TWO

That Fort Bend County Reinvestment Zone No. 23 is hereby designated pursuant to the Guidelines for the purpose of encouraging economic development in Fort Bend County through tax abatement.

SECTION THREE

This designation shall be effective for five (5) years from the date of passage of this Order and may be renewed for five (5) year periods thereafter.

SECTION FOUR

The attached Exhibit A described tract(s) are to be combined and designated as Reinvestment Zone No. 23.

PASSED AND APPROVED this the 7th day of May 2019.

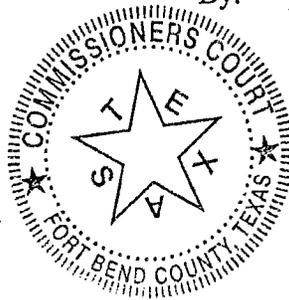
FORT BEND COUNTY, TEXAS

By:

KP George
KP George, County Judge

ATTEST:

Laura Richard
Laura Richard, County Clerk



Attachment: Exhibit A – Legal Description of All Parcels within the Reinvestment Zone
Exhibit B - Map of Reinvestment Zone

Exhibit B

Legal Description of Real Property

As the Real Property comprises many different adjoining and adjacent parcels, the Metes and Bounds included in this Exhibit B best serves as a legal description for the entire property comprising approximately 3,696.72 acres. Any separately owned right of ways, roads, and streets, within the Reinvestment Zone would not be part of the accumulated legal description of each parcel within the Reinvestment Zone.

From RZ 23 Documents: RZ 23 Map and Legal Descriptions of Parcels comprising the RZ 23.

Exhibit A – Legal Description of All Parcels within the Reinvestment Zone

R-34736: 0051 E LIPPINCOTT, ACRES 1247.85 0051 E LIPPINCOTT, ACRES 1247.85;
Needville Abst Group 5.

R-228995: 0051 E LIPPINCOTT, ACRES 548.959 0051 E LIPPINCOTT, ACRES 548.959;
Needville Abst Group 5.

R-34728: 0051 E Lippincott, TRACT A (Pt), ACRES 216.316 0051 E Lippincott, TRACT A (Pt),
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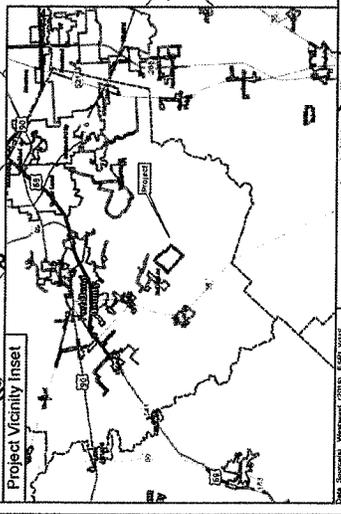
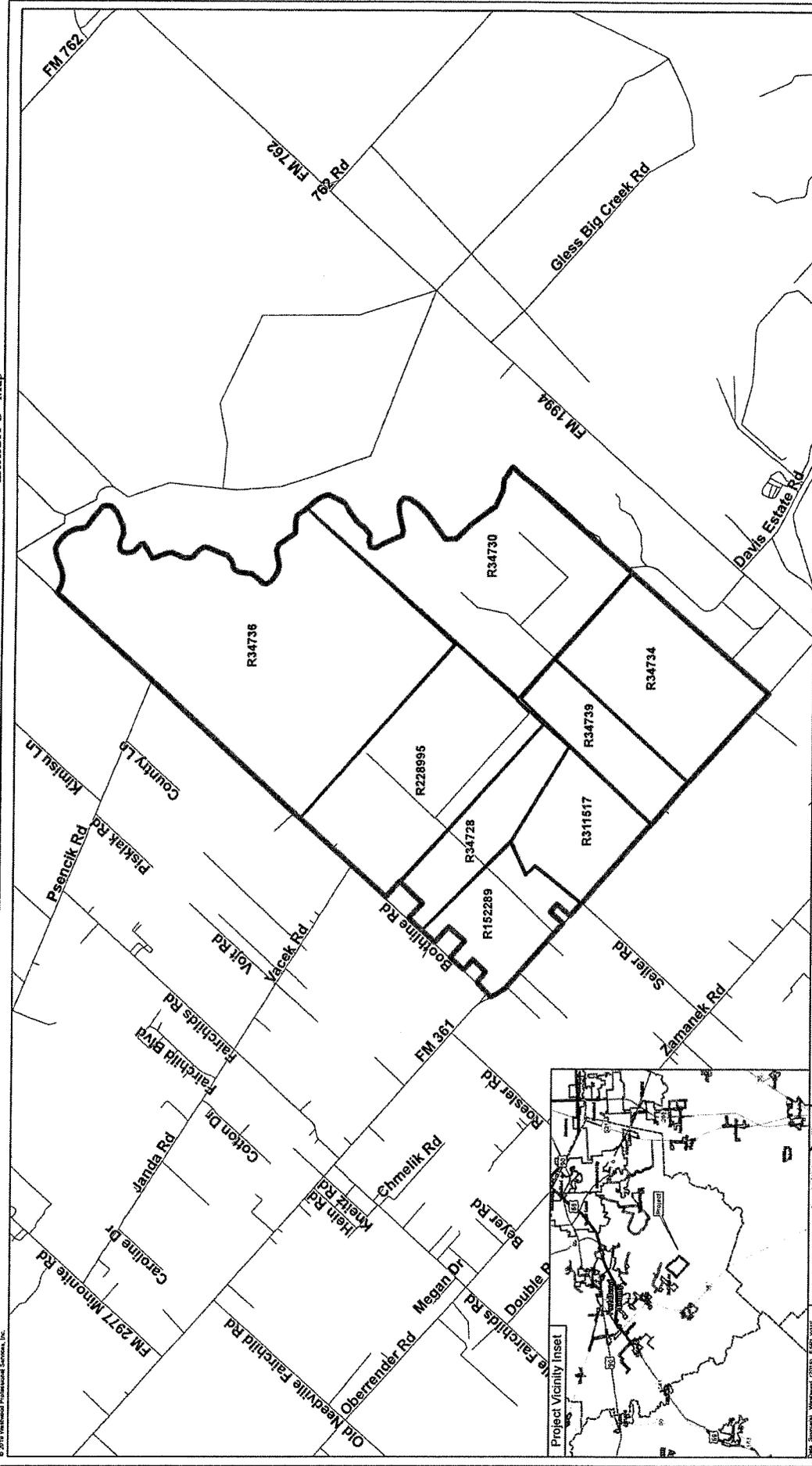
R-311517: 0051 E LIPPINCOTT, TRACT B, ACRES 226.6625 0051 E LIPPINCOTT, TRACT
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Group 5.

R-34734: 0051 E LIPPINCOTT, ACRES 412 0051 E LIPPINCOTT, ACRES 412; Needville Abst
Group 5.

EXHIBIT B - Map



Cutlass Solar Project
Fort Bend County, Texas

Reinvestment Zone
February 19, 2019

Proposed Reinvestment Zone (3688 Acres)

Parcels

Road

Interstate Highway

US Highway

State Highway

Legend

0 1 Miles

NOTE: Reinvestment Zone does not include public roadways

Map Document: N:\0213\712\02130102-Map2_CutlassSolar\ReinvestmentZone.aprx
 Date: 2/19/2019 10:52:15 AM
 User: jk
 Project: Cutlass Solar
 Title: Reinvestment Zone Map
 Scale: 1" = 1 Mile
 Data Source: Westwood (2018), Esri (2018)
 National Street Name (Accessed 2/17/2019), Esri
 NAD83 (2011), Data not available for all parcels.

Westwood
14810
10001 937 4300 westwood.com
Westwood Professional Services, Inc.

THE STATE OF TEXAS §
 §
 COUNTY OF FORT BEND §

**GUIDELINES AND CRITERIA FOR GRANTING TAX ABATEMENTS
 IN FORT BEND COUNTY, TEXAS**

WHEREAS, taxing entities in the State of Texas are authorized to provide tax abatements for historic preservation and economic development, pursuant to Chapter 312 of the Property Tax Code;

WHEREAS, the creation and retention of job opportunities that bring new wealth is the highest civic priority; and,

WHEREAS, Fort Bend County (hereinafter referred to as "County") must compete with other localities across the region and the nation currently offering tax inducements to attract new industry, expand existing industry and develop new tax base; and,

WHEREAS, any tax incentives offered by the County would reduce needed tax revenue unless strictly limited in application to those new and existing industries that bring new wealth to the community; and,

WHEREAS, any tax incentives should not adversely affect the competitive position of existing companies operating in the County; and,

WHEREAS, the abatement of property taxes, when offered to attract primary jobs in industries which bring in money from outside a community instead of merely recirculating dollars within a community, has been shown to be an effective method of enhancing and diversifying an area's economy; and,

WHEREAS, Texas law requires any eligible taxing jurisdiction to establish guidelines and criteria as to eligibility for tax abatement agreements prior to granting of any future tax abatement, said guidelines and criteria to be unchanged for a two-year period unless amended by a three-quarters vote; and,

WHEREAS, these guidelines and criteria shall not be construed as implying or suggesting that the County is under an obligation to provide tax abatement or other incentive to any applicant, and all applicants shall be considered on a case-by-case basis;

NOW, THEREFORE BE IT RESOLVED, that the County does hereby adopt these guidelines and criteria for granting tax abatements in reinvestment zones in Fort Bend County, Texas, and to provide consistency in the application and review process.

I. DEFINITIONS

- A. **“Abatement”** means the full or partial exemption from ad valorem taxes of certain real property and/or Tangible Personal Property in a reinvestment zone designated by the County for economic development purposes.
- B. **“Agreement”** means a contractual agreement between a property owner and / or Lessee and the County.
- C. **“Base Year Value”** means the assessed value of eligible property January 1 preceding the execution of the agreement plus the agreed upon value of eligible property improvements and Tangible Personal Property made after January 1 but before the execution of the Agreement.
- D. **“Deferred Maintenance”** means improvements necessary for continued operation which do not improve productivity, or alter the process technology, reduce pollution or conserve resources.
- E. **“Eligible Property”** Abatement may be extended to the value of buildings, structures, tangible personal property as defined in the Texas Tax Code including fixed machinery and equipment, site improvements, and related fixed improvements necessary to the operation and administration of the facility.
- F. **“Expansion”** means the addition of buildings, structures, machinery, tangible personal property, equipment or payroll for purposes of increasing production or regional capacity
- G. **“Facility”** means property improvements completed or in the process of construction which together comprise an integral whole.
- H. **“Hotel”** means a commercial structure which provides overnight accommodations to travelers and which contains 150 rooms or more.
- I. **“Ineligible Property”** The following types of property shall be fully taxable and ineligible for tax abatement: land, existing improvements, tangible personal property that the Fort Bend Central Appraisal District classifies as inventory or supplies, real property used primarily to provide retail sales or services to the public, real property used for residential purposes, tangible personal property classified as furnishings, tangible personal property located in the reinvestment zone prior to the effective date of the tax abatement agreement, real property with a productive life of less than 10 years, or any other property for which abatement is not allowed by state law.
- J. **“Modernization”** means a complete or partial demolition of facilities and the complete or partial reconstruction or installation of a facility of similar or expanded production capacity. Modernization may result from the construction, alteration, or installation of buildings, structures, machinery, equipment, pollution control devices or resource conservation equipment.
- K. **“New Facility”** means a property previously undeveloped which is placed into service by means other than or in conjunction with Expansion or Modernization.
- L. **“Commercial Building”** means a new facility; a new addition to an existing facility or build out of unoccupied space within an existing facility
- M. **“Productive Life”** means the number of years a property improvement is expected to being service in a facility.
- N. **“Real Property”** means: land or an improvement or other property classified as such under state law.

- O. **“Reinvestment Zone”** means a geographic area of the County which meets the criteria of §312.202 of the Property Tax Code.
- P. **“Tangible Personal Property”** means tangible personal property classified as such under state law, but excluding inventory and/or supplies and tangible personal property that was located in the investment zone at any time before the period covered by the agreement with the County.

II. ABATEMENT AUTHORIZED

- A. **Submission:** Upon submission of an Economic Impact Statement signed by the company and certified by the Greater Fort Bend Economic Development Council, (hereinafter referred to as (“GFBEDC”)) Eligible Property shall be considered for tax abatement as hereinafter provided.
- B. **Creation of New Value:** An abatement may only be granted for the additional value of eligible Improvements made subsequent to and specified in an abatement agreement between the County and the property owner or lessee, subject to such limitations as the County may require.
- C. **New and Existing Facilities:** An abatement may be granted for new facilities and improvements to existing facilities for purposes of modernization or expansion.
- D. **Economic Qualifications:** In order to be eligible for designation as a reinvestment zone and receive tax abatement the planned improvement:
 - 1. Must be expected to have an increased appraised ad valorem tax value of at least \$1,000,000 based upon the Fort Bend Central Appraisal District’s assessment of the eligible property; and
 - 2. Must be expected to prevent the loss of payroll or retain, increase or create payroll on a permanent basis in the County.
 - 3. Must not have the effect of transferring employment from one part of the County to another, unless there is a substantial threat of economic loss to the County.
- E. **Standards for Tax Abatement:** The following factors, among others, may be considered in determining whether to grant tax abatement; and, if so, the percentage of value to be abated and duration of the tax abatement:
 - 1. Value of land and existing improvements, if any;
 - 2. Type and value of proposed improvements;
 - 3. Productive life of proposed improvements;
 - 4. Number of existing jobs to be retained by proposed improvements;
 - 5. Number and type of new jobs to be created by proposed improvements;
 - 6. Amount of local payroll to be created;
 - 7. Whether persons residing, or projected to reside, within affected taxing jurisdictions will have the opportunity to fill the new jobs being created;
 - 8. Amount of local taxes to be generated directly;
 - 9. Amount that property tax base valuation will be increased during term of abatement and after abatement, which shall include a definitive commitment that such valuation shall not, in any case, be less than the economic qualifier stipulated in Section II(D)(1);
 - 10. The costs to be incurred by the County to provide facilities or services directly resulting from the new improvements;

11. The amount of ad valorem taxes to be paid to the County during the abatement period considering (a) the existing values; (b) the percentage of new value abated; (c) the abatement period; and (d) the value after expiration of the abatement period;
 12. The population growth of the County that occurs directly as a result of new improvements;
 13. The types and values of public improvements, if any, to be made by applicant seeking abatement;
 14. Whether the proposed improvements compete with existing businesses to the detriment of the local economy;
 15. The impact on the business opportunities of existing businesses;
 16. The attraction of the other new businesses to the area as a result of the project;
 17. The overall compatibility with the zoning ordinances and comprehensive plan for the area;
 18. Whether the project is environmentally compatible with no negative impact on quality of life perceptions;
 19. Whether the company has agreed to participate in the continuing economic development process in Fort Bend County by becoming a trustee member of the Greater Fort Bend Economic Development Council for a minimum period coinciding with the term of any abatement granted by Fort Bend County.
- F. **Applications:** Each application for tax abatement shall be reviewed on its merits utilizing the factors provided above. After such review, abatement may be denied entirely or may be granted to the extent deemed appropriate after full evaluation.
- G. **Denial of Abatement:** Neither a reinvestment zone nor abatement agreement shall be authorized if it is determined that:
1. There would be a substantial adverse effect on the provision of government service or tax base;
 2. The applicant has insufficient financial capacity;
 3. Planned or potential use of the property would constitute a hazard to public safety, health or morals;
 4. Violation of other codes or laws;
 5. The application was filed after the commencement of construction, alteration, or installation of improvements related to the project; or
 6. Any other reason deemed appropriate by the County.
- H. **Taxability:** From the execution of the abatement to the end of the agreement period, taxes shall be payable as follows:
1. The value of ineligible property as provided in Section I(I) shall be fully taxable; and
 2. The base year value of existing eligible property as determined each year shall be fully taxable. The additional value of new eligible property shall be fully taxable at the end of the abatement period.

III. APPLICATION

- A. Any present or potential owner of taxable property in the County may request the creation of a reinvestment zone and tax abatement by filing a written request with the Greater Fort Bend Economic Development Council for review and recommendation to the County for action on the application.

- B. The application shall consist of a completed application form which shall provide detailed information on the items described in Section II(E) hereof; a map and property description; a time schedule for undertaking and completing the planned improvements. In the case of modernization, a statement of the assessed value of the facility, separately stated for real and personal property, shall be given for the tax year immediately preceding the application. The application form may require such financial and other information as may be deemed appropriate for evaluating the financial capacity and other factors of the applicant.
- C. Prior to the adoption of an ordinance designating a reinvestment zone, the County shall give notice and hold a public hearing as provided by the Section 312.201 of the TEXAS TAX CODE. Before acting upon the application, through public hearing, the County shall afford the applicant, the public, and the designated representative of any governing body referenced hereinabove opportunity to show cause why the abatement should or should not be granted.
- D. The County shall not establish a reinvestment zone for the purpose of abatement if it finds that the request for the abatement was filed after the commencement of construction, alteration, installation or improvements related to a proposed modernization, expansion or new facility.
- E. Information that is provided to the County in connection with an application or request for tax abatement and that describes the specific processes or business activities to be conducted or the equipment or other property to be located on the property for which tax abatement is sought is confidential and not subject to public disclosure until the tax abatement agreement is executed. That information in the custody of a taxing unit after the agreement is executed is not confidential.

IV. AGREEMENT

- A. Not later than the 7th day before the date on which the County enters into the abatement agreement, the County shall deliver to the presiding officer of the governing body of each taxing unit in which the property is located a written notice that the County intends to enter into the agreement. The notice shall include a copy of the prepared agreement.
- B. After approval, the County shall formally execute an Agreement with the owner of the facility and lessee as required, which shall include:
 - 1. Estimated value to be abated and the base year value;
 - 2. Percent of value to be abated each year as provided in Section II(D);
 - 3. The commencement date and the termination date of abatement;
 - 4. The proposed use of the facility, nature of construction, time schedule, map, property description and improvement list as provided in application, Section III(B);
 - 5. Contractual obligations in the event of default, violation of terms or conditions, delinquent taxes, recapture, administration and assignment as provided in Sections II, V, VI and VII;
 - 6. Contractual obligation in the event of delinquent taxes on any property owned by the entity in Fort Bend County that the taxes must be brought current or the abatement will be terminated, even if the delinquent taxes are for a property not subject to an abatement;
 - 7. Size of investment and number of jobs involved in the project; and

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

V. RECAPTURE

- A. The agreement may be terminated and all taxes previously abated by virtue of the agreement will be recaptured and paid within thirty (30) days of the termination in the event that the company or individual:
 1. Allows its ad valorem taxes owed the County to become delinquent and fails to timely and properly follow the legal procedures for their protest and /or contest;
 2. Violates any of the terms and conditions of the abatement agreement; or
 3. Vacates any of the improvements subject to the agreement before the term of the abatement; and fails to cure during the cure period.
- B. Should the County determine that the company or individual is in default according to the terms and conditions of its agreement, the County shall notify the company or individual of such default in writing at the address stated in the agreement; and if such is not cured within thirty (30) days from the date of such notice ("Cure Period"), then the agreement may be terminated.

VI. ADMINISTRATION

- A. The Chief Appraiser of the Fort Bend Central Appraisal District will annually determine an assessment of the real and personal property comprising the reinvestment zone. The market value will be determined before the appraisal roll is certified for each year. Each year, the company or individual receiving the abatement will render their property as set out by the guidelines of the TEXAS PROPERTY TAX CODE to the Chief Appraiser of the Fort Bend Central Appraisal District, and will furnish all other information as may be necessary for the abatement. Once value has been established, the Chief Appraiser will notify the County of the amount of the assessment.
- B. Each year, the company or individual receiving the abatement will inform the County by September 1st that the agreements have been met, and that they qualify for the abatement.
- C. The abatement agreement shall stipulate that the employees and/or designated representatives of the County will have access to the reinvestment zone during the term of the abatement to inspect the facility to determine if the terms and conditions of the agreement are being met. All inspections will be made only after the giving of twenty-four (24) hours prior notice and will only be conducted in such a manner as to not unreasonably interfere with the construction and/or operation of the facility. All inspections will be made with one or more representatives of the company or individual and in accordance with its safety standards.
- D. Upon completion of construction, the designated representative of the County shall annually evaluate each facility receiving abatement to insure compliance with the agreement, and a formal report shall be made to the County.
- E. The County shall timely file with the Texas Department of Commerce and the State Property Tax Board all information required by the Tax Code.

VII. ASSIGNMENT

The abatement may be transferred and assigned by the holder to a new owner or lessee of the same facility upon the approval by the Commissioners' Court; subject to the financial capacity of the assignee and provided that all conditions and obligations in the abatement agreement are guaranteed by the execution of the new contractual agreement with the County. No assignment or transfer shall be approved if the parties to the existing agreement, the new owner or new lessee are liable to any jurisdiction for outstanding taxes or other obligations. Approval shall not be unreasonably withheld.

VIII. SUNSET PROVISION

These guidelines and criteria are effective upon the date of their adoption and will remain in force for two years, unless amended by three-quarters of the Commissioners' Court at which time all reinvestment zones and tax abatement agreements created pursuant to these provisions will be reviewed to determine whether the goals have been achieved. Based on that review, the guidelines and criteria may be modified, renewed or eliminated.

IX. PUBLIC HEARINGS AND APPROVAL

- A. The Commissioners Court may not approve an order designating a reinvestment zone until it has held a public hearing at which interested parties are entitled to speak and present evidence for or against its designation. Notice of the hearing shall be published in a general circulation publication at least 7 days prior to the hearing.
- B. Prior to entering into a tax abatement agreement, the Commissioners Court may, at its option, hold a public meeting at which interested parties shall be entitled to speak and present written materials for or against the approval of the tax abatement agreement.

X. DISCRETION OF THE COUNTY The adoption of these guidelines and criteria by the County does not:

- A. Limit the discretion of the County to decide whether to enter into a specific tax abatement agreement;
- B. Limit the discretion of the County to delegate to its employees the authority to determine whether or not the County should consider a particular application or request for tax abatement; or
- C. Create any property, contract, or other legal rights in any person to have the County consider or grant a specific application or request for tax abatement.
- D. Limit the ability to deviate from these guidelines and criteria for good cause.

Passed and Approved this 26th day of February 2019, to be effective February 26, 2019.



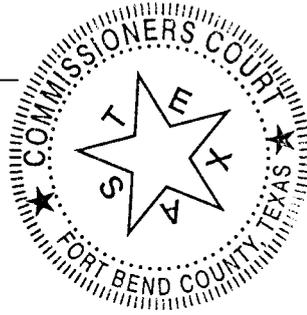
KP George, County Judge

ATTEST:



Laura Richard, County Clerk

MTR/Tax/Abatements/Guidelines 02.20.19



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 ▶ Curtis Rhodes
Print Name (Authorized School District Representative)

Superintendent
Title

sign here ▶ [Handwritten Signature]
Signature (Authorized School District Representative)

9/19/19
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.

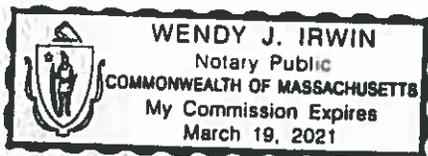
I hereby certify and affirm that the business entity I represent is in good standing under the laws of the state in which the business entity was organized and that no delinquent taxes are owed to the State of Texas.

print here ▶ Jonathan Winslow
Print Name (Authorized Company Representative (Applicant))

Vice President
Title

sign here ▶ [Handwritten Signature]
Signature (Authorized Company Representative (Applicant))

9/17/19
Date



(Notary Seal)

GIVEN under my hand and seal of office this, the

17th day of September, 2019

[Handwritten Signature]
Notary Public in and for the State of Texas Commonwealth of Massachusetts
My Commission expires: March 19, 2021

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