

O'HANLON, DEMERATH & CASTILLO

ATTORNEYS AND COUNSELORS AT LAW

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October 10, 2019

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

RE: Application to the Post Independent School District from Antelope Flats Wind, LLC

To the Local Government Assistance & Economic Analysis Division:

By copy of this letter transmitting the application for review to the Comptroller's Office, the Post Independent School District is notifying Antelope Flats Wind, LLC of its intent to consider the application for appraised value limitation on qualified property should a positive certificate be issued by the Comptroller. Please prepare the Economic Impact Report.

The Applicant submitted the Application to the school district on May 15, 2019. The Board voted to accept the application on May 15, 2019. The application has been determined complete as of October 10, 2019. The Applicant has provided the schedules in both electronic format and paper copies. The electronic copy is identical to the hard copy that will be hand delivered.

A copy of the application will be submitted to the Garza County Appraisal District.

Sincerely,



Kevin O'Hanlon
School District Consultant

Cc: Garza County Appraisal District
Antelope Flats Wind, LLC

APPLICATION TAB ORDER FOR REQUESTED ATTACHMENTS

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

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

May 15, 2019

Date Application Received by District

Heath

First Name

Superintendent

Title

Post Independent School District

School District Name

501 South Avenue K

Street Address

501 South Avenue K

Mailing Address

Post

City

(806) 495-3343

Phone Number

Mobile Number (optional)

Dickson

Last Name

TX

State

(806) 495-2945

Fax Number

hdickson@postisd.net

Email Address

79356

ZIP

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)

Mali Hanley
First Name Last Name
Consultant
Title
O'Hanlon, Demerath & Castillo
Firm Name
(512) 494-9949 (512) 494-9919
Phone Number Fax Number
mhanley@808west.com
Email Address
Mobile Number (optional)
October 10, 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)

Philip Moore
First Name Last Name
Senior Vice President - Development
Title
401 N. Michigan Ave, Suite 501
Street Address
401 N. Michigan Ave, Suite 501
Mailing Address
Chicago IL 60611
City State ZIP
312-422-1604 312-527-0538
Phone Number Fax Number
pmoore@lincolnclean.com
Business Email Address
Mobile Number (optional)

- 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.

John Fedorko
First Name Last Name
Director of Development
Title
401 N. Michigan Ave, Suite 501
Street Address
401 N. Michigan Ave, Suite 501
Mailing Address
Chicago IL 60611
City State ZIP
(972) 606-2912 (312) 527-0538
Phone Number Fax Number
jfedorko@lincolnclean.com
Business Email Address
Mobile Number (optional)

- 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)

David Sewell
 First Name Last Name
 Attorney
 Title
 Stahl, Davies, Sewell, Chavarria & Friend, LLP
 Firm Name
 (512) 346-5558 (512) 346-2712
 Phone Number Fax Number
 dsewell@sbaustinlaw.com
 Business Email Address

SECTION 3: Fees and Payments

1. Has an application fee been paid to the school district? Yes No
 The total fee shall be paid at time of the application is submitted to the school district. Any fees not accompanying the original application shall be considered supplemental payments.

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

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

2. Will any "payments to the school district" that you may make in order to receive a property tax value limitation agreement result in payments that are not in compliance with Tax Code §313.027(i)? Yes No N/A

3. If "payments to the school district" will only be determined by a formula or methodology without a specific amount being specified, could such method result in "payments to the school district" that are not in compliance with Tax Code §313.027(i)? Yes No N/A

SECTION 4: Business Applicant Information

1. What is the legal name of the applicant under which this application is made? Antelope Flats Wind, LLC
 2. List the Texas Taxpayer I.D. number of entity subject to Tax Code, Chapter 171 (11 digits) 32061842095
 3. List the NAICS code 221115
 4. Is the applicant a party to any other pending or active Chapter 313 agreements? Yes No
 4a. If yes, please list application number, name of school district and year of agreement

SECTION 5: Applicant Business Structure

1. Identify Business Organization of Applicant (corporation, limited liability corporation, etc) Limited Liability 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 type="checkbox"/> Land has no existing improvements	<input checked="" type="checkbox"/> Land has existing improvements (<i>complete Section 13</i>)
<input type="checkbox"/> Expansion of existing operation on the land (<i>complete Section 13</i>)	<input type="checkbox"/> Relocation within Texas

SECTION 8: Limitation as Determining Factor

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

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

SECTION 9: Projected Timeline

- 1. Application approval by school board February 2020
- 2. Commencement of construction Q1 2022
- 3. Beginning of qualifying time period 1/2/2020
- 4. First year of limitation 1/1/2023
- 5. Begin hiring new employees Q1 2023
- 6. Commencement of commercial operations Q4 2022
- 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? Q4 2021

SECTION 10: The Property

- 1. Identify county or counties in which the proposed project will be located Garza, Lynn
- 2. Identify Central Appraisal District (CAD) that will be responsible for appraising the property Garza 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: Garza, \$0.6554, 100% City: _____
(Name, tax rate and percent of project) (Name, tax rate and percent of project)
 Hospital District: Garza County HD, \$0.1649, 100% Water District: High Plains UWD, \$.007319, 100%
(Name, tax rate and percent of project) (Name, tax rate and percent of project)
 Other (describe): _____ Other (describe): _____
(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? 10,000,000.00
- 2. What is the amount of appraised value limitation for which you are applying? 20,000,000.00
Note: The property value limitation amount is based on property values available at the time of application and may change prior to the execution of any final agreement.
- 3. Does the qualified investment meet the requirements of Tax Code §313.021(1)? Yes No
- 4. Attach a description of the qualified investment [See §313.021(1).] The description must include:
 - a. a specific and detailed description of the qualified investment you propose to make on the property for which you are requesting an appraised value limitation as defined by Tax Code §313.021 (**Tab 7**);
 - b. a description of any new buildings, proposed new improvements or personal property which you intend to include as part of your minimum qualified investment (**Tab 7**); and
 - c. a detailed map of the qualified investment showing location of tangible personal property to be placed in service during the qualifying time period and buildings to be constructed during the qualifying time period, with vicinity map (**Tab 11**).
- 5. Do you intend to make at least the minimum qualified investment required by Tax Code §313.023 (or §313.053 for Subchapter C school districts) for the relevant school district category during the qualifying time period? Yes No

SECTION 12: Qualified Property

- 1. Attach a detailed description of the qualified property. [See §313.021(2)] (If qualified investment describes qualified property exactly, you may skip items a, b and c below.) The description must include:
1a. a specific and detailed description of the qualified property for which you are requesting an appraised value limitation as defined by Tax Code §313.021 (Tab 8);
1b. a description of any new buildings, proposed new improvements or personal property which you intend to include as part of your qualified property (Tab 8); and
1c. a map of the qualified property showing location of new buildings or new improvements with vicinity map (Tab 11).
2. Is the land upon which the new buildings or new improvements will be built part of the qualified property described by §313.021(2)(A)?
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?
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? 4

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 795.50
 - b. 110% of the average weekly wage for manufacturing jobs in the county is no wage data available
 - c. 110% of the average weekly wage for manufacturing jobs in the region is 881.92

8. Which Tax Code section are you using to estimate the qualifying job wage standard required for this project? §313.021(5)(A) or §313.021(5)(B)

9. What is the minimum required annual wage for each qualifying job based on the qualified property? 45,859.84

10. What is the annual wage you are committing to pay for each of the new qualifying jobs you create on the qualified property? 45,860.00

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 Item 2

Proof of Payment of Application Fee

(see enclosed)

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 Item 3

Documentation of Combined Group Membership under Texas Tax Code 171.0001(7)

Documentation from Texas Comptroller's Franchise Tax Division to demonstrate combined group membership:

1. Antelope Flats Wind, LLC is a Delaware Limited Liability Company formed on October 14, 2016.
2. Antelope Flats Wind, LLC is registered in the State of Texas as a foreign limited liability company, File Number 802564421, in the Office of the Secretary of State. Taxpayer number 32061842095.
3. Antelope Flats Wind, LLC has one member with 100% ownership, Lincoln Clean Energy, LLC, which is registered in the State of Texas as a foreign limited liability company, File Number 0802369618, in the Office of the Secretary of State. Taxpayer number 32059303761.
4. Contact information for Antelope Flats Wind, LLC is as follows:
 - a. Contact: Philip Moore
 - b. Phone: (512) 767 – 7461
 - c. Email: pmoore@lincolnclean.com
5. In addition, we have attached Form 05-166 (Texas Franchise Tax Affiliate Schedule) for Lincoln Clean Energy, LLC. Lincoln Clean Energy, LLC's affiliates are: Tahoka Wind, LLC; Lockett Windfarm, LLC; Willow Springs Wind Farm, LLC; Dermott Wind, LLC; Rockwood Energy Center, LLC; Staked Plains Energy, LLC; SP Energy 1, LLC; Shawnee Energy Center, LLC; Wayside Wind, LLC; Sage Draw Wind, LLC; Antelope Flats Wind, LLC; St. Lawrence Solar; SP Energy DM, LLC; SP Energy ET, LLC; SP Energy GL, LLC; SP Energy PV, LLC; SP Energy TL, LLC; LCE Asset Management Services, LLC; Lincoln Clean Energy Development, LLC; Helena Wind, LLC; Western Trail Wind, LLC; and 2W Permian Solar, LLC.



Texas Franchise Tax Extension Affiliate List

Tcode 13298 Franchi

FILING REQUIREMENTS

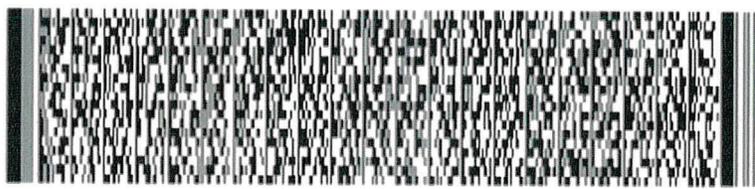
Reporting entity taxpayer number: 3 2 0 5 9 3 0 3 7 6 1
 Report year: 2 0 1 8
 Reporting entity taxpayer name: Lincoln Clean Energy, LLC

LEGAL NAME OF AFFILIATE	AFFILIATE'S TEXAS TAXPAYER NUMBER (if none, enter FEI number)	BLACKEN CIRCLE IF AFFILIATE DOES NOT HAVE NEXUS IN TEXAS
1. TAHOKA WIND, LLC	3 2 0 6 1 8 6 2 3 8 2	<input type="checkbox"/>
2. LOCKETT WINDFARM, LLC	3 2 0 5 7 0 2 5 9 8 6	<input type="checkbox"/>
3. WILLOW SPRINGS WINDFARM, LLC	3 2 0 5 6 6 9 8 2 6 2	<input type="checkbox"/>
4. DERMOTT WIND, LLC	3 2 0 5 6 7 6 8 1 1 5	<input type="checkbox"/>
5. ROCKWOOD ENERGY CENTER, LLC	3 2 0 5 4 4 9 4 9 2 0	<input type="checkbox"/>
6. STAKED PLAINS ENERGY, LLC	3 2 0 5 9 7 5 9 4 5 9	<input type="checkbox"/>
7. SP ENERGY 1, LLC	3 2 0 6 0 2 9 4 4 6 2	<input type="checkbox"/>
8. SHAWNEE ENERGY CENTER, LLC	3 2 0 5 6 7 5 1 3 9 2	<input type="checkbox"/>
9. WAYSIDE WIND, LLC	3 2 0 5 9 3 4 2 6 8 6	<input type="checkbox"/>
10. SAGE DRAW WIND, LLC	3 2 0 6 1 8 8 3 3 3 9	<input type="checkbox"/>
11. ANTELOPE FLATS WIND, LLC	3 2 0 6 1 8 4 2 0 9 5	<input type="checkbox"/>
12. ST. LAWRENCE SOLAR	3 2 0 5 9 7 7 5 9 0 1	<input type="checkbox"/>
13. SP ENERGY DM, LLC	3 2 0 6 0 9 5 5 0 0 5	<input type="checkbox"/>
14. SP ENERGY ET, LLC	3 2 0 6 0 9 5 5 0 5 4	<input type="checkbox"/>
15. SP ENERGY GL, LLC	3 2 0 6 0 9 5 5 1 1 2	<input type="checkbox"/>
16. SP ENERGY PV, LLC	3 2 0 6 1 1 1 6 8 3 9	<input type="checkbox"/>
17. SP ENERGY TL, LLC	3 2 0 6 1 1 1 6 8 5 4	<input type="checkbox"/>
18. LCE ASSET MANAGEMENT SERVICES, LLC	3 2 0 6 1 5 2 9 2 6 2	<input type="checkbox"/>
19. LINCOLN CLEAN ENERGY DEVELOPMENT, LLC	3 2 0 5 3 5 1 9 6 7 7	<input type="checkbox"/>
20. HELENA WIND, LLC	3 2 0 6 6 9 2 1 2 2 5	<input type="checkbox"/>
21. WESTERN TRAIL WIND, LLC	3 2 0 6 6 8 9 0 6 0 2	<input type="checkbox"/>

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

Do not file this form when requesting a second extension.

Texas Comptroller Official Use Only



VE/DE FM



RESET FORM

PRINT FORM



Texas Franchise Tax Extension Affiliate List

Tcode 13298 Franchi

FILING REQUIREMENTS

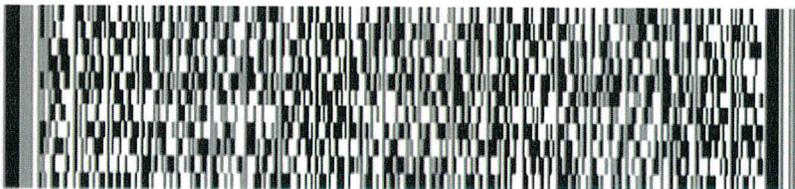
Reporting entity taxpayer number: **3 2 0 5 9 3 0 3 7 6 1** Report year: **2 0 1 8** Reporting entity taxpayer name: **Lincoln Clean Energy, LLC**

LEGAL NAME OF AFFILIATE	AFFILIATE'S TEXAS TAXPAYER NUMBER (if none, enter FEI number)	BLACKEN CIRCLE IF AFFILIATE DOES NOT HAVE NEXUS IN TEXAS
1. 2W PERMIAN SOLAR, LLC	3 2 0 6 8 4 2 0 1 7 6	<input type="radio"/>
2.		<input type="radio"/>
3.		<input type="radio"/>
4.		<input type="radio"/>
5.		<input type="radio"/>
6.		<input type="radio"/>
7.		<input type="radio"/>
8.		<input type="radio"/>
9.		<input type="radio"/>
10.		<input type="radio"/>
11.		<input type="radio"/>
12.		<input type="radio"/>
13.		<input type="radio"/>
14.		<input type="radio"/>
15.		<input type="radio"/>
16.		<input type="radio"/>
17.		<input type="radio"/>
18.		<input type="radio"/>
19.		<input type="radio"/>
20.		<input type="radio"/>
21.		<input type="radio"/>

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

Do not file this form when requesting a second extension.

Texas Comptroller Official Use Only



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Tab Item 4

Detailed Description of the Project

Provide a detailed description 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.

Antelope Flats Wind, LLC (“Antelope Flats Wind”) is requesting a Chapter 313 Appraised Value Limitation Agreement from Post ISD for a proposed renewable energy project using wind turbines (the “Project”) to be constructed in Post ISD (Lynn and Garza Counties).

The installed capacity of the proposed project is expected to be approximately 155 megawatts (MW). While turbine type and size have yet to be finalized, the current plan is to utilize approximately 55 GE 2.82 MW wind turbine generators with towers of 89m and rotors with diameter of 127m. The Project is anticipated to cover approximately 40,000 acres of privately-owned land, all currently used as farmland or pasture, and such uses can continue as the Project is designed to be compatible with such activities.

In addition to the wind turbines, the Project will also include the following improvements:

- An operations and maintenance building
- Underground electrical collection cables
- Meteorological towers
- Substation
- Overhead transmission line that will connect the project substation to a substation, owned by Sharyland Utilities, that will serve as the Point of Interconnection

Tab Item 5

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

Antelope Flats Wind, LLC (“Antelope Flats Wind”) is a Delaware limited liability company. Antelope Flats Wind has one member with 100% ownership, Lincoln Clean Energy, LLC (“LCE”). LCE has successfully developed projects involving over \$1 billion in capital investments in some of the largest electricity markets in the United States, including California, New Jersey, and Texas.

The Applicant for this Project has entered into several contracts related to the project, including long-term lease option agreements with area landowners and service agreements and scopes with various consultants (environmental, airspace, etc.) to assess the suitability of the site, and a request for studies leading to an interconnection agreement with the transmission provider. None of these contracts obligate Applicant to construct the Project, and each of these contracts may be terminated by Applicant without incurring any significant liability

The Project has not been known by any other names during its development. The Project applied to ERCOT on December 21st, 2018, and it has been assigned GINR number 20INR0233.

For the project to qualify for the federal income tax Production Tax Credit (PTC), the Applicant was required to complete a minimum amount of PTC qualification work before the statutorily imposed deadline of December 31, 2016. This work consisted of earth-moving to prepare eight (8) holes for turbine foundations (though foundations were not installed) and installation of 2,000 linear feet of road connecting two foundation holes.

The Applicant is a national wind developer with the ability to locate projects of this type in other states within the United States and other regions within Texas with favorable wind characteristics. The Applicant is actively assessing and developing other projects outside of Texas that are competing for limited investment funds. The applicant’s current projects in development include projects in the following states: Nebraska, South Dakota, New Mexico, Colorado, and Virginia. This appraised value limitation is critical to the ability of the Project to move forward as currently sited.

Without the available tax incentives, the economics of the Project become far less attractive and the likelihood of selling the electricity at a competitive price will significantly decrease. The Applicant for this project is competing against other developers who have been offered or are in the process of applying for Value Limitation Agreements with other school districts. Obtaining the limitation is critical to the economic and competitive viability of this Project. Without the limitation approval, the Applicant would likely terminate the Project, including the aforementioned contracts, leases, and limited improvements, in order to reallocate resources in areas with more favorable economics.

Tab Item 6

Not applicable.

Tab Item 7

Description of Qualified Investment

Antelope Flats Wind, LLC plans to construct a 155 MW wind farm in Garza County consisting of approximately 55 turbines.

The Applicant is requesting an appraised value limitation on all the property constructed or placed upon the real property within Post ISD. The qualified investment in Post ISD is expected to include approximately fifty five (55) GE 2.82MW wind turbine generators, including 89m towers, nacelles, rotors with 127m rotor diameter, and reinforced concrete foundations, pads, underground and overhead electric collection cables, access roads, meteorological towers, and control systems as necessary for the commercial generation of electricity. While the turbine locations have not yet been finalized, they are expected to be sited in a series of rows running approximately east to west in the western part of Garza County and eastern part of Lynn County. The map in Tab 11 shows the preliminary turbine locations. The exact placement of these turbines is subject to ongoing planning, soil and geotechnical studies, and engineering and will be determined before construction commences.

In addition to the wind turbines, the Project will also include an operations and maintenance building that will likely be in the approximate center of the Project. (It is also shown on the map in Tab 11.) The Project will also require a series of new access roads to the turbines, underground electrical collection cables, permanent meteorological towers, a substation, and an overhead transmission line connecting the project substation to the Point of Interconnection.

The Point of Interconnection and a portion of the Project's transmission line are located outside of Garza County. The Qualified Investment that is the subject of this application does not include any Project facilities located outside of Garza County.

The 2,000 ft. of road constructed on the project in late 2016 to assist with Production Tax Credit qualification will not be part of the qualified investment or qualified property.

Tab Item 8

Description of Qualified Property

Antelope Flats Wind, LLC plans to construct a 155 MW wind farm in Garza County consisting of approximately 55 turbines.

The Applicant is requesting an appraised value limitation on all the property constructed or placed upon the real property within Post ISD. The qualified investment in Post ISD is expected to include approximately fifty five (55) GE 2.82MW wind turbine generators, including 89m towers, nacelles, rotors with 127m rotor diameter, and reinforced concrete foundations, pads, underground and overhead electric collection cables, access roads, meteorological towers, and control systems as necessary for the commercial generation of electricity. While the turbine locations have not yet been finalized, they are expected to be sited in a series of rows running approximately east to west in the western part of Garza County and eastern part of Lynn County. The map in Tab 11 shows the preliminary turbine locations. The exact placement of these turbines is subject to ongoing planning, soil and geotechnical studies, and engineering and will be determined before construction commences.

In addition to the wind turbines, the Project will also include an operations and maintenance building that will likely be in the approximate center of the Project. (It is also shown on the map in Tab 11.) The Project will also require a series of new access roads to the turbines, underground electrical collection cables, permanent meteorological towers, a substation, and an overhead transmission line connecting the project substation to the Point of Interconnection.

The Point of Interconnection and a portion of the Project's transmission line are located outside of Garza County. The Qualified Investment that is the subject of this application does not include any Project facilities located outside of Garza County.

The 2,000 ft. of road constructed on the project in late 2016 to assist with Production Tax Credit qualification will not be part of the qualified investment or qualified property.

Tab Item 9

Description of Land

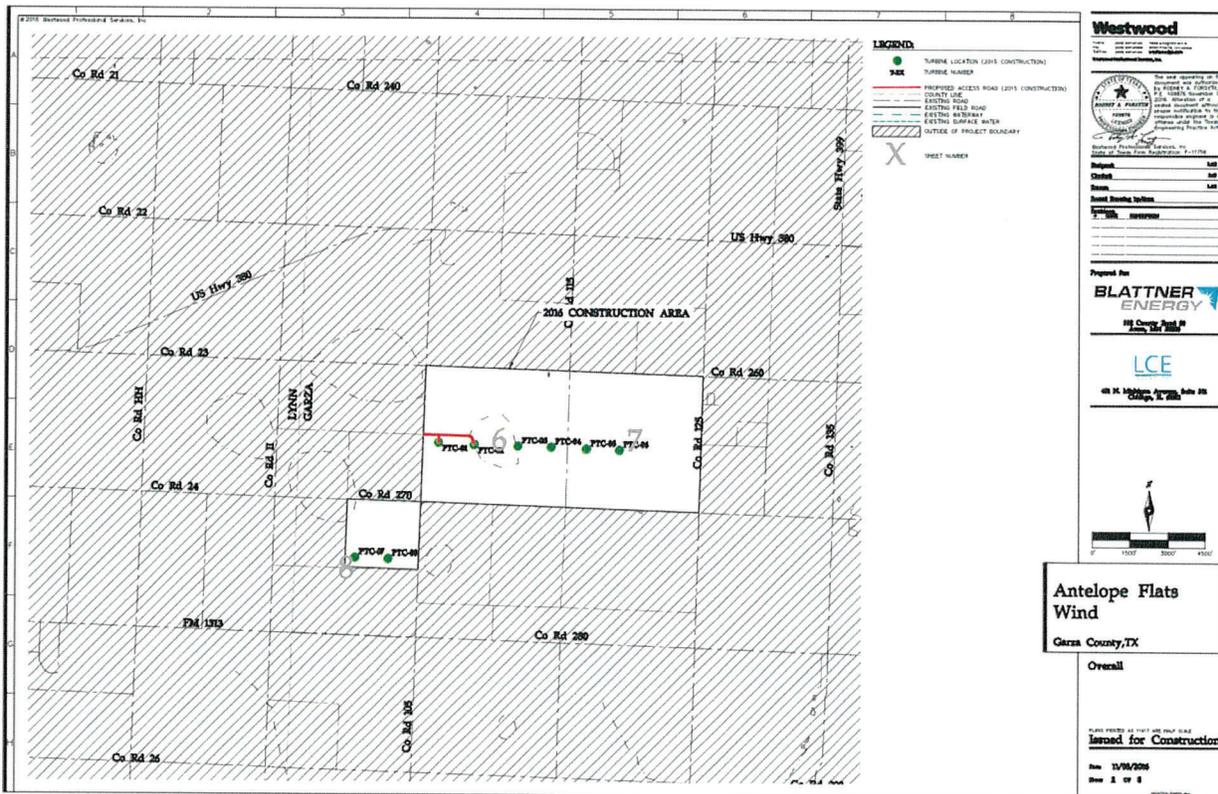
The land will not be part of the qualified property for the Project.

Tab Item 10

Description of all property not eligible to become qualified property

Applicant completed a minor amount of pre-construction work in 2016 at the Project site in order to qualify the Project for the federal income tax Production Tax Credit in accordance with federal law. This pre-construction work consisted of earth-moving to prepare eight (8) holes for turbine foundations (though foundations were not installed) and the installation of 2,000 linear feet of road connecting two foundation holes. All work was completed in Garza County. These pre-construction activities were not deemed to have created taxable improvements by the Garza County Central Appraisal District, and no tax bill was delivered. The pre-construction activities did not result in the creation of any Qualified Property.

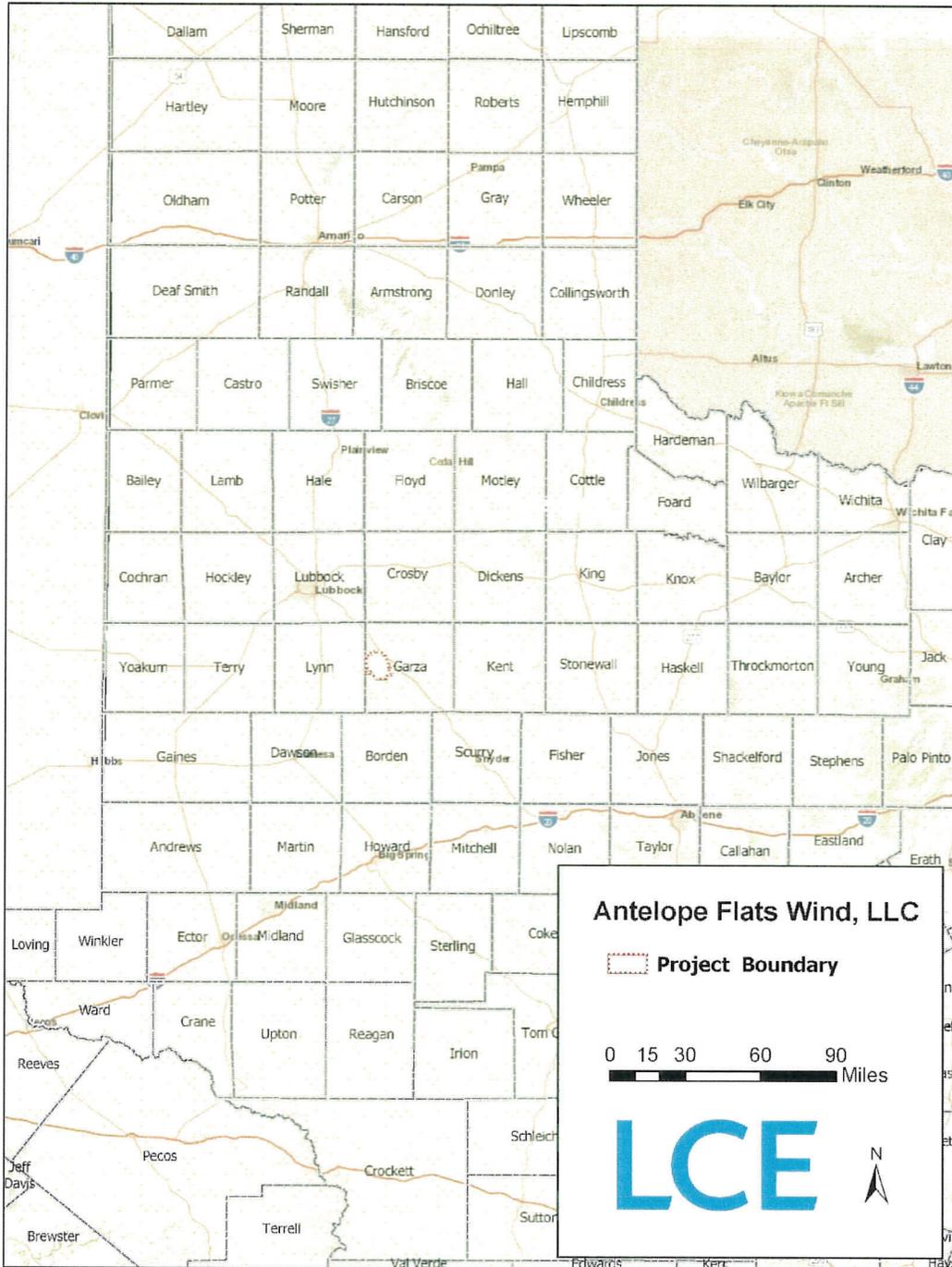
The 2016 pre-construction activities occurred on the following described lands with a map below.



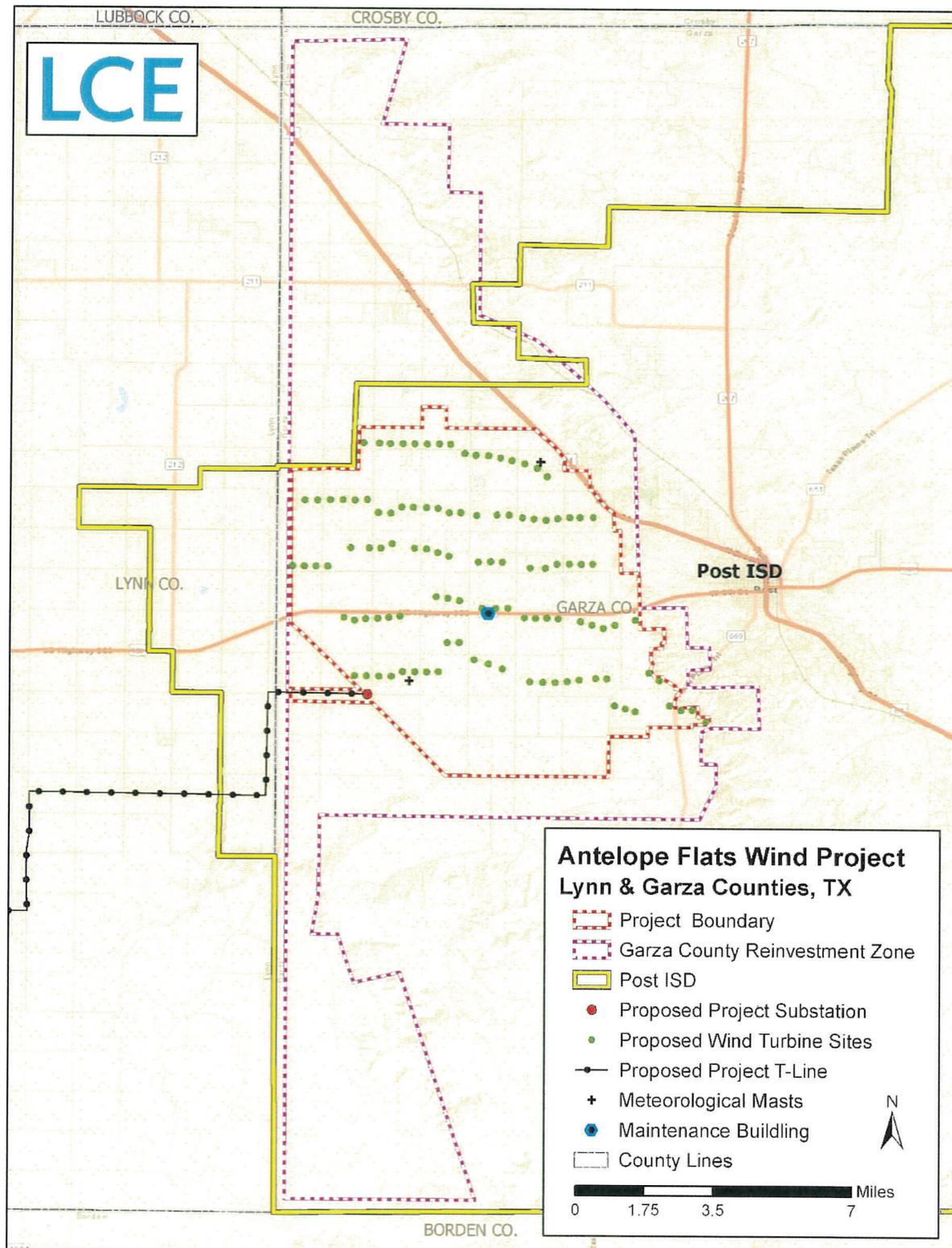
Tab Item 11

Maps

Vicinity Map:



Location of Post ISD Boundary, County Boundary, Reinvestment Zone, Project Boundary, Qualified Investment, and Qualified Property:



Tab Item 12
Request for Waiver of Job Creation Requirement

[see attached]

May 29, 2019

Superintendent Heath Dickson
Post Independent School District
501 South Avenue K
Post, TX 79356

Re: Chapter 313 Job Waiver Request

Dear Superintendent Dickson,

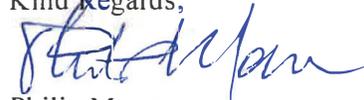
Please consider this letter to be Antelope Flats Wind, LLC's formal request to waive the minimum new job creation requirement, as provided under Texas Tax Code 313.025(f-l).

The governing body of a school district may waive the new jobs creation requirement in Section 313.021(2)(A)(iv)(b) or 313.051(b) and approve an application if the governing body makes a finding 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 that is described in this application. Wind energy projects create many full-time jobs during the construction phase, but these jobs are temporary by nature. Once the project is in operation, a small crew of full-time employees will maintain and operate the facility. Based upon our experience in the wind industry, we expect that four (4) employees would be needed to operate a 155 MW facility, and we can commit to creating four (4) full-time positions to fill those needs. The number of employees is calculated based on an industry standard of one employee for every fifteen (15) wind turbines. All would be qualifying jobs as described in Section 313.021(3) of the Texas Tax Code.

The applicant requests that the Post ISD's Board of Trustees make such a finding and waive the job creation requirement. This waiver request is in line with industry standards for the job requirements for a wind energy facility of this size, as evidenced by limitation agreement applications that have been filed by other wind energy developers, and by documentation related to the development and operation of wind generation facilities.

The project stands to provide significant benefits to the community with respect to increased tax base and the ongoing royalty payments it will make to local landowners.

Kind Regards,



Philip Moore
Senior Vice President - Development
Antelope Flats Wind, LLC

Tab Item 13

Calculation of three possible wage requirements with TWC documentation

Quarterly Employment and Wages (QCEW)

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

Year	Period	Area	Ownership	Ind-Code	Industry	Avg. Weekly Wages
2018	2 nd Qtr	Garza	Private	10	Total, All Industries	\$761
2018	3 rd Qtr	Garza	Private	10	Total, All Industries	\$746
2018	4 th Qtr	Garza	Private	10	Total, All Industries	\$859
2019	1 st Qtr	Garza	Private	10	Total, All Industries	\$816
Average						\$795.50

110% of \$795.50 = \$875.05

Drag a column header and drop it here to group by that column

Year	Period	Area	Ownership	Industry Code	Industry	Average Weekly Wage
2018	01	Garza	Private	10	Total, All Industries	700
2018	02	Garza	Private	10	Total, All Industries	761
2018	03	Garza	Private	10	Total, All Industries	746
2018	04	Garza	Private	10	Total, All Industries	859
2019	01	Garza	Private	10	Total, All Industries	816

Quarterly Employment and Wages (QCEW)

Average Weekly Wage for Manufacturing Jobs in Garza County

No wage data available

Quarterly Employment and Wages (QCEW)

Average Weekly Wage for Manufacturing Jobs in Region

Garza County is included in the South Plains Association of Governments. The most recently reported (2018) average wage for the South Plains Association of Governments is \$41,691.

$$\$41,691 / 52 = \$801.75$$

$$110\% \text{ of } \$801.75 = \$881.92$$

2018 Manufacturing Average Wages by Council of Government Region Wages for All Occupations

COG	COG Number	Wages	
		Hourly	Annual
Texas		\$27.04	\$56,240
Alamo Area Council of Governments	18	\$22.80	\$47,428
Ark-Tex Council of Governments	5	\$18.73	\$38,962
Brazos Valley Council of Governments	13	\$18.16	\$37,783
Capital Area Council of Governments	12	\$32.36	\$67,318
Central Texas Council of Governments	23	\$19.60	\$40,771
Coastal Bend Council of Governments	20	\$28.52	\$59,318
Concho Valley Council of Governments	10	\$21.09	\$43,874
Deep East Texas Council of Governments	14	\$18.28	\$38,021
East Texas Council of Governments	6	\$21.45	\$44,616
Golden Crescent Regional Planning Commission	17	\$28.56	\$59,412
Heart of Texas Council of Governments	11	\$22.71	\$47,245
Houston-Galveston Area Council	16	\$29.76	\$61,909
Lower Rio Grande Valley Development Council	21	\$17.21	\$35,804
Middle Rio Grande Development Council	24	\$20.48	\$42,604
NORTEX Regional Planning Commission	3	\$25.14	\$52,284
North Central Texas Council of Governments	4	\$27.93	\$58,094
Panhandle Regional Planning Commission	1	\$24.19	\$50,314
Permian Basin Regional Planning Commission	9	\$25.90	\$53,882
Rio Grande Council of Governments	8	\$18.51	\$38,493
South East Texas Regional Planning Commission	15	\$36.26	\$75,430
South Plains Association of Governments	2	\$20.04	\$41,691
South Texas Development Council	19	\$17.83	\$37,088
Texoma Council of Governments	22	\$21.73	\$45,198
West Central Texas Council of Governments	7	\$21.84	\$45,431

Calculated by the Texas Workforce Commission Labor Market and Career Information Department.

Data published: July 2019

Data published annually, next update will be July 31, 2020

Annual wage figure assumes a 40-hour work week.

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

Wage data is produced from Texas Occupational Employment Statistics (OES) data, and is not to be compared to BLS estimates.

Data intended only for use in implementing Chapter 313, Tax Code.

Tab Item 14

Schedules A1, A2, B, C, and D completed Economic Impact

(see enclosed Excel sheets)

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

Date: Antelope Flats Wind, LLC
Applicant Name: Post ISD
ISD Name:

PROPERTY INVESTMENT AMOUNTS									
(Estimated Investment in each year. Do not put cumulative totals.)									
	Year	School Year (YYYY-YYYY)	Tax Year (Fill in actual tax year below) YYYY	Column A 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 [NOTE]	Column E Total Investment (Sum of Columns A+B+C+D)	
Investment made before filing complete application with district	2019	2019-2020	2019 (see Note 1)	Not eligible to become Qualified Property			[The only other investment made before filing complete application with district that may become Qualified Property is land.]		
Investment made after filing complete application with district, but before final board approval of application	2019	2019-2020	2019 (see Note 1)						
Investment made after final board approval of application and before Jan. 1 of first complete tax year of qualifying time period	2022	2022-2023	2022 (See Note 2)					\$0	
Investment made after final board approval of application and before Jan. 1 of first complete tax year of qualifying time period	2023	2023-2024	2023	\$161,000,000	\$1,000,000			\$162,000,000	
Complete tax years of qualifying time period	2024	2024-2025	2024					\$0	
Total Investment through Qualifying Time Period [ENTER this row in Schedule A2]				\$161,000,000	\$1,000,000	\$0		\$0	\$162,000,000
Total Qualified Investment (sum of green cells)				\$162,000,000					

Enter amounts from TOTAL row above in Schedule A2

Note 1: 2019 is NOT part of the Qualifying Time Period.

Note 2: The Qualifying Time Period begins on 1/2/2023.

For All Columns: List amount invested each year, not cumulative totals.

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

Column B: Only tangible personal property that is specifically described in the application can become qualified property.

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

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

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

Date
 Applicant Name
 ISD Name

Antelope Flats Wind, LLC

Form 50-296A

Revised May 2014

Post ISD

Year	School Year (YYYY-YYYY)	Tax Year (Fill in actual tax year)	Qualified Property			Estimated Taxable Value			
			Estimated Market Value of Land	Estimated Total Market Value of new buildings or other new improvements	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	2021-2022	2021							
0	2022-2023	2022	\$0						
1	2023-2024	2023	\$0	\$980,000	\$158,760,000	\$159,740,000	\$159,740,000	\$20,000,000	\$20,000,000
2	2024-2025	2024	\$0	\$921,200	\$149,234,400	\$150,155,600	\$150,155,600	\$20,000,000	\$20,000,000
3	2025-2026	2025	\$0	\$865,928	\$140,280,336	\$141,146,264	\$141,146,264	\$20,000,000	\$20,000,000
4	2026-2027	2026	\$0	\$813,972	\$131,863,516	\$132,677,488	\$132,677,488	\$20,000,000	\$20,000,000
5	2027-2028	2027	\$0	\$765,134	\$123,951,705	\$124,716,839	\$124,716,839	\$20,000,000	\$20,000,000
6	2028-2029	2028	\$0	\$719,226	\$116,514,603	\$117,233,829	\$117,233,829	\$20,000,000	\$20,000,000
7	2029-2030	2029	\$0	\$676,072	\$109,523,726	\$110,199,799	\$110,199,799	\$20,000,000	\$20,000,000
8	2030-2031	2030	\$0	\$635,508	\$102,952,303	\$103,587,811	\$103,587,811	\$20,000,000	\$20,000,000
9	2031-2032	2031	\$0	\$597,378	\$96,775,165	\$97,372,542	\$97,372,542	\$20,000,000	\$20,000,000
10	2032-2033	2032	\$0	\$561,535	\$90,968,655	\$91,530,190	\$91,530,190	\$20,000,000	\$20,000,000
11	2033-2034	2033	\$0	\$527,843	\$85,510,536	\$86,038,378	\$86,038,378	\$86,038,378	\$86,038,378
12	2034-2035	2034	\$0	\$496,172	\$80,379,903	\$80,876,076	\$80,876,076	\$80,876,076	\$80,876,076
13	2035-2036	2035	\$0	\$466,402	\$75,557,109	\$76,023,511	\$76,023,511	\$76,023,511	\$76,023,511
14	2036-2037	2036	\$0	\$438,418	\$71,023,683	\$71,462,100	\$71,462,100	\$71,462,100	\$71,462,100
15	2037-2038	2037	\$0	\$412,113	\$66,762,262	\$67,174,374	\$67,174,374	\$67,174,374	\$67,174,374
16	2038-2039	2038	\$0	\$387,386	\$62,756,526	\$63,143,912	\$63,143,912	\$63,143,912	\$63,143,912
17	2039-2040	2039	\$0	\$364,143	\$58,991,134	\$59,355,277	\$59,355,277	\$59,355,277	\$59,355,277
18	2040-2041	2040	\$0	\$342,294	\$55,451,666	\$55,793,961	\$55,793,961	\$55,793,961	\$55,793,961
19	2041-2042	2041	\$0	\$321,757	\$52,124,566	\$52,446,323	\$52,446,323	\$52,446,323	\$52,446,323
20	2042-2043	2042	\$0	\$302,451	\$48,997,092	\$49,299,544	\$49,299,544	\$49,299,544	\$49,299,544
21	2043-2044	2043	\$0	\$284,304	\$46,057,267	\$46,341,571	\$46,341,571	\$46,341,571	\$46,341,571
22	2044-2045	2044	\$0	\$267,246	\$43,293,831	\$43,561,077	\$43,561,077	\$43,561,077	\$43,561,077
23	2045-2046	2045	\$0	\$251,211	\$40,696,201	\$40,947,412	\$40,947,412	\$40,947,412	\$40,947,412
24	2046-2047	2046	\$0	\$236,138	\$38,254,429	\$38,490,567	\$38,490,567	\$38,490,567	\$38,490,567
25	2047-2048	2047	\$0	\$221,970	\$35,959,163	\$36,181,133	\$36,181,133	\$36,181,133	\$36,181,133

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
 Applicant Name
 ISD Name

Antelope Flats Wind, LLC
 Post ISD

Form 50-296A
 Revised May 2014

	Year	School Year (YYYY-YYYY)	Tax Year (Actual tax year) YYYY	Construction		Non-Qualifying Jobs		Qualifying Jobs	
				Column A Number of Construction FTE's or man-hours (specify)	Column B Average annual wage rates for construction workers	Column C Number of non-qualifying jobs applicant estimates it will create (cumulative)	Column D Number of new qualifying jobs applicant commits to create meeting all criteria of Sec. 313.021(3) (cumulative)	Column E Average annual wage of new qualifying jobs	
Each year prior to start of Value Limitation Period <i>Insert as many rows as necessary</i>	0	2020-2021	2020						
Each year prior to start of Value Limitation Period <i>Insert as many rows as necessary</i>	0	2021-2022	2021	21 FTEs	\$40,000	0	0		
Each year prior to start of Value Limitation Period <i>Insert as many rows as necessary</i>	0	2022-2023	2022	150 FTEs	\$40,000	0	0		
	1	2023-2024	2023	N/A	N/A	0	4		\$45,860
	2	2024-2025	2024	N/A	N/A	0	4		\$45,860
	3	2025-2026	2025	N/A	N/A	0	4		\$45,860
	4	2026-2027	2026	N/A	N/A	0	4		\$45,860
	5	2027-2028	2027	N/A	N/A	0	4		\$45,860
	6	2028-2029	2028	N/A	N/A	0	4		\$45,860
	7	2029-2030	2029	N/A	N/A	0	4		\$45,860
	8	2030-2031	2030	N/A	N/A	0	4		\$45,860
	9	2031-2032	2031	N/A	N/A	0	4		\$45,860
	10	2032-2033	2032				4		\$45,860
Years Following Value Limitation Period	11 through 25	2033-2048	2033-2048	N/A	N/A	0	4		\$45,860

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

C1. Are the cumulative number of qualifying jobs listed in Column D less than the number of qualifying jobs required by statute? (25
 qualifying jobs in Subchapter B districts, 10 qualifying jobs in Subchapter C districts)

Yes No

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

Yes No

C1b. Will the applicant avail itself of the provision in 313.021(3)(F)?

Yes No

Schedule D: Other Incentives (Estimated)

Date
 Applicant Name
 ISD Name

Antelope Flats Wind, LLC
 Post 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
	County: N/A	N/A	N/A	N/A	N/A	N/A
Tax Code Chapter 311	City: N/A	N/A	N/A	N/A	N/A	N/A
	Other: N/A	N/A	N/A	N/A	N/A	N/A
Tax Code Chapter 312	County: Garza County	2023	10 years	\$1,061,748	\$1,013,310	\$48,438
	City: N/A	N/A	N/A	N/A	N/A	N/A
	Other: Garza County Hospital District	2023	10 years	\$ 267,138	\$ 218,700	\$ 48,438
	County: N/A	N/A	N/A	N/A	N/A	N/A
Local Government Code Chapters 380/381	City: N/A	N/A	N/A	N/A	N/A	N/A
	Other: N/A	N/A	N/A	N/A	N/A	N/A
Freepport Exemptions	N/A	N/A	N/A	N/A	N/A	N/A
Non-Annexation Agreements	N/A	N/A	N/A	N/A	N/A	N/A
Enterprise Zone/Project	N/A	N/A	N/A	N/A	N/A	N/A
Economic Development Corporation	N/A	N/A	N/A	N/A	N/A	N/A
Texas Enterprise Fund	N/A	N/A	N/A	N/A	N/A	N/A
Employee Recruitment	N/A	N/A	N/A	N/A	N/A	N/A
Skills Development Fund	N/A	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	N/A
Infrastructure Incentives	N/A	N/A	N/A	N/A	N/A	N/A
Permitting Assistance	N/A	N/A	N/A	N/A	N/A	N/A
Other:	N/A	N/A	N/A	N/A	N/A	N/A
Other:	N/A	N/A	N/A	N/A	N/A	N/A
Other:	N/A	N/A	N/A	N/A	N/A	N/A
Other:	N/A	N/A	N/A	N/A	N/A	N/A
TOTAL				\$1,061,748	\$387,660	\$318,000

Additional information on incentives for this project:

Annual Net Tax Levy (Garza County and Garza County Hospital District) Years 1-5: \$312.50/MW
 Annual Net Tax Levy (Garza County and Garza County Hospital District) Years 6-10: \$375.00/MW

Tab Item 15

Economic Impact Analysis

Not applicable.

Tab Item 16

Description of Reinvestment Zone

The Post ISD portion of the Project lies within the reinvestment zone established by order on January 30, 2017 in Garza County. Documentation for the Reinvestment Zone is attached.

The following documents are attached:

1. Guidelines and Criteria for Tax Abatement for Garza County
2. Reinvestment zone established by order on January 30, 2017 in Garza County

**COMMISSIONERS' COURT OF GARZA COUNTY
GARZA COUNTY COURTHOUSE
POST, TEXAS**

RESOLUTION AND ORDER

**ELECTING TO BECOME ELIGIBLE TO PARTICIPATE IN PROPERTY TAX
ABATEMENTS AND ADOPTING GUIDELINES AND CRITERIA
FOR GRANTING PROPERTY TAX ABATEMENTS**

The Commissioners' Court of Garza County, Texas, meeting in regular session on January 30, 2017, considered the following resolution:

WHEREAS, the Property Redevelopment and Tax Abatement Act (the "Act"), Chapter 312 of the Texas Tax Code, authorizes counties, cities, and other taxing units to provide temporary property tax abatements for limited periods of time as an inducement for the development or redevelopment of property; and

WHEREAS, the Act further requires that in order to become eligible to participate in tax abatements, a county or other taxing unit must (1) adopt a resolution stating its election to so participate and (2) adopt guidelines and criteria for property tax abatements; and

WHEREAS, Garza County, Texas, a "taxing unit" governed by the Act, desires to affirm its eligibility to participate in tax abatements; and,

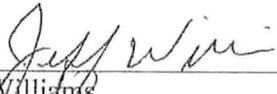
WHEREAS, the Commissioners' Court of Garza County, Texas, desires to adopt Guidelines and Criteria for property tax abatements;

NOW, THEREFORE, BE IT ORDERED, by the Commissioner's Court of Garza County, Texas, that:

- (1) Garza County is eligible to participate in tax abatements; and further
- (2) the Guidelines and Criteria attached hereto as Exhibit A are hereby adopted by Garza County in accordance with the requirements of the Act.

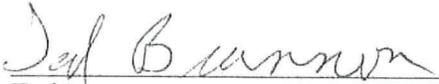
The foregoing Resolution and Order was lawfully moved by Ted Brannon, duly seconded by Jeff Williams, and duly adopted by the Commissioner's Court of Garza County, Texas, on January 30th, 2017.

Lee Norman
County Judge

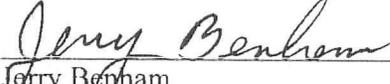


Jeff Williams
Commissioner Precinct 1

Charles Morris
Commissioner Precinct 2



Ted Brannon
Commissioner Precinct 3



Jerry Benham
Commissioner Precinct 4

The foregoing Resolution and Order is a true and correct copy of the Resolution and Order passed by the Commissioners' Court in open and regular session at the Garza County Courthouse at 9:45 a.m. on January 30th 2017.



Jim Plummer
County Clerk, Garza County, Texas

Exhibit A
Guidelines and Criteria

[see attached]

GUIDELINES AND CRITERIA FOR GRANTING TAX ABATEMENTS IN
REINVESTMENT ZONES

Garza County, Texas

I. PURPOSE

Garza County, hereinafter referred to as “County” is committed to the promotion of quality development in all parts of the County and to improving the quality of life for its citizens. In order to help meet these goals, the County will consider recommending tax incentives, which may include the designation of reinvestment zones, application for tax abatements, and entering into tax abatement agreements to stimulate growth and development.

It is the intent of the County that such incentives will be provided in accordance with the procedures and criteria outlined in this document and in Chapter 312 of the Texas Tax Code. However, nothing in these Guidelines and Criteria shall imply or suggest to be construed to imply or suggest that tax entities are under any obligation to provide any incentives to any applicant. All such applicants for tax incentives shall be considered on an individual basis for both the qualification for tax abatement and the amount of any tax abatement. The adoption of these Guidelines and Criteria shall not create any property, contract, or other legal right in any person to have the governing body consider or grant a specific application or request for tax abatement.

Only that increase in the fair market value of the property directly resultant from the development, redevelopment, and improvement specified in the contract will be eligible for abatement. All abatement contracts will be for a term no longer than allowed by law. Additionally, the Garza County Commissioners Court reserves the right to negotiate a tax abatement agreement in order to compete favorably with other communities.

II. DEFINITIONS

The attached Glossary is a list of words with their definitions that are found in this document, and the Glossary is incorporated herein by reference.

III. GUIDELINES AND CRITERIA

In order to be eligible for designation as a reinvestment zone and to receive tax abatement, the planned improvement as a minimum must meet the following:

- (a) Be an authorized Facility. A facility may be eligible for abatement if it is a(n):

Aquaculture/Agriculture Facility,

Distribution Center Facility,
Manufacturing Facility,
Office Building,
Regional Entertainment/Tourism Facility,
Research Facility,
Regional Service Facility,
Historic Building in designated area,
Renewable Energy Facility, or
Other Basic Industry

(b) The project must be reasonably expected to have an increase in positive net economic benefit to Garza County of at least \$15,000,000.00 over the life of the abatement, computed to include (but not limited to) new sustaining payroll and capital improvement. In consideration of the request for designation as a reinvestment zone and to receive tax abatement, the following factors will also be considered:

- (1) Jobs. The projected New Jobs created including the number of jobs, the retention of existing jobs, the type of jobs, the average payroll, the total payroll and the number of local persons hired.
- (2) Fiscal Impact. The amount of real and personal property value that will be added to the tax roll for both eligible and ineligible property, the amount of direct sales tax that will be generated, the infrastructure improvements by the County that will be required by the facility, the infrastructure improvements made by the facility, and the compatibility of the project with the County's development goals.
- (3) Community Impact, including:
 - i. The pollution, if any, as well as other negative environmental impacts affecting the health and safety of the community that will be created by the project;
 - ii. The revitalization of a depressed area;
 - iii. The business opportunities of existing local vendors;
 - iv. The alternative development possibilities for proposed site;
 - v. The impact on other taxing entities, including the use of municipal or county infrastructure; and/or
 - vi. Whether the improvement is expected to solely or primarily have the effect of transferring employment from one part of Garza County to another.

IV. ABATEMENT AUTHORIZED

- (a) Authorized Date. A facility may be eligible for tax abatement for a period not to exceed ten years if it has applied for such abatement prior to the commencement of construction provided that such facility meets the criteria granting tax abatement in reinvestment zones created in Garza County pursuant to these Guidelines and Criteria.
- (b) Creation of New Value. Abatement may only be granted for the additional value of eligible property improvements made subsequent to the filing of an application for tax abatement and specified in the abatement agreement between the County and the owner or lessee (and lessor if required pursuant to IV(f)) of the facility or improvements receiving the abatement, all subject to such limitations as the Guidelines and Criteria may require.
- (c) New and Existing Facilities. Abatement may be granted for new facilities and improvements to existing facilities for purposes of modernization or expansion. If the modernization project includes facility replacement, the abated value shall be the value of the new unit(s) less the value of the old unit(s).
- (d) Eligible Property. Abatement may be extended to the value of the following: new, expanded, replaced or modernized buildings and structures; fixed machinery and equipment; site improvements; office space and related fixed improvements necessary to the operation and administration of the facility; and all other real and tangible personal property as permitted by Chapter 312 of the Texas Tax Code.
- (e) Ineligible Property. The following types of property shall be fully taxable and ineligible for abatement:
 - i. Land,
 - ii. Animals,
 - iii. Inventories,
 - iv. Supplies,
 - v. Tools,
 - vi. Furnishings and other forms of movable personal property other than machinery and equipment that are an essential part of the facility or improvements receiving abatement,
 - vii. Vehicles,
 - viii. Vessels,
 - ix. Aircraft,
 - x. Housing or residential property,
 - xi. Fauna,
 - xii. Flora,
 - xiii. Deferred Maintenance investments,
 - xiv. Property to be rented or leased (except as provided in Part IV(f)),

- xv. Any improvements including those to produce, store or distribute natural gas or fluids that are not integral to the operation of the facility,
 - xvi. Property owned or used by the State of Texas or its political subdivision or by any organization owned, operated or directed by a political subdivision of the State of Texas.
- (f) Owned/Leased Facilities. If a leased facility or leased improvements are granted an abatement, the agreement shall be executed with the lessor and lessee of the facility or improvements. The owner of the real property where the facility or improvements are located is not required to execute the abatement agreement if it is not the lessor or lessee of the facility or improvements.
- (g) Value and Term of Abatement. Abatement shall be granted effective no earlier than the January 1 valuation date immediately following the date of execution of the agreement. The agreement may provide that the period for which the abatement applies will commence on a later date. The value of new eligible property shall be abated according to the approved agreement between applicant and the governing body. The Garza County Commissioners Court, in its sole discretion, shall determine the amount of any abatement.
- (h) Taxability. From the execution of the abatement contract to the end of the period during which the abatement applies, taxes shall be payable as follows:
- (1) The value of ineligible property as provided in Part IV(e) shall be fully taxable;
 - (2) The base year value of existing eligible property as determined each year shall be fully taxable; and
 - (3) The additional value of new eligible property shall be taxable in the manner described in the abatement agreement.

V. APPLICATION FOR TAX ABATEMENT

- (a) Any present or potential owner, assignee, or lessee of taxable property in Garza County may request the creation of a reinvestment zone and the consideration of a tax abatement agreement by filing written request with the County. The completed Application must be accompanied by the payment of a five hundred dollar (\$500) non-refundable application fee for administrative costs associated with the processing of the tax abatement request. All checks in payment of the administrative fee shall be made payable to Garza County.
- (b) The application shall consist of a completed application form (if provided by the County) accompanied by:

- (1) A general description of the proposed use and the general nature and extent of the modernization, expansion, or new improvements to be undertaken;
- (2) A descriptive list of the improvements which will be part of the facility;
- (3) A map and property description or a site plan;
- (4) A time schedule for undertaking and completing the planned improvements; and
- (5) In the case of modernizing or replacing existing facilities in whole or in part, a statement of the assessed value of the facility separately stated for real and personal property for the tax year immediately preceding the year in which the application is filed.

The County may require that the application be supplemented with such financial and other information as deemed appropriate for evaluating the financial capacity and other factors of the applicant.

- (c) Upon receipt of a completed application, the County shall, through public hearings, afford the applicant and the designated representative of any Affected Jurisdiction the opportunity to show cause why the abatement should or should not be granted. Notice of the public hearing shall be clearly identified on an agenda of the Garza County Commissioners Court to be posted at least seven (7) days prior to the hearing.
- (d) The County shall approve or disapprove the application for tax abatement within forty-five (45) days after receipt of the application and notify the applicant of the approval or disapproval promptly thereafter.
- (e) A request for reinvestment zone for the purpose of abatement shall not be granted by the County if the County finds that the request for the abatement was filed after the commencement of construction, alteration, or installation of improvements related to a proposed modernization expansion or new facility. Before the Garza County Commissioners Court holds a public hearing to designate a reinvestment zone, it shall do the following:
 - (1) Not later than the seventh day before the date of the hearing, publish notice of the hearing in a newspaper having general circulation in the County; and
 - (2) Not later than the seventh day before the date of the hearing, deliver written notice of the hearing to the presiding officer of the governing body of each taxing unit that includes in its boundaries any real property that is to be included in the proposed reinvestment zone.

- (f) Requested Variances. Requests for variance from any provision of these Guidelines and Criteria may be made in written form to the Garza County Commissioners Court. Such request shall include a complete description of the circumstances explaining why the applicant should be granted a variance. Approval of a request for variance requires a three-fourths (3/4) vote of the Garza County Commissioners Court.
- (g) Deemed Variances. The Garza County Commissioners' Court may approve a tax abatement agreement that varies from any requirement in these Guidelines and Criteria so long as such variance is permitted by Chapter 312 of the Texas Tax Code. Any aspect of a tax abatement agreement duly authorized and approved by the Garza County Commissioners' Court that varies in any respect from any requirement in these Guidelines and Criteria shall be deemed to have been granted a variance from the Guidelines and Criteria by the Court. It is the express intention of the Garza County Commissioners Court that no tax abatement agreement that has been duly authorized and approved by the Court shall be challenged or held to be invalid because such authorized and approved tax abatement agreement varies from any requirement contained in these Guidelines and Criteria.

VI. PUBLIC HEARING

- (a) Should any Affected Jurisdiction be able to show cause in the public hearing why the granting of abatement by the County will have a substantial adverse effect on its bonds, tax revenue, service incapacity or the provision of service, that showing shall be considered by the Garza County Commissioners Court when deciding to approve or disapprove of the application for tax abatement.
- (b) Neither a reinvestment zone nor an abatement shall be authorized if it is determined that:
 - (1) There would be a substantial adverse effect on the provision of a government service or the tax base of an Affected Jurisdiction;
 - (2) The applicant has insufficient financial capacity to construct and operate the proposed facility or improvements;
 - (3) The planned or potential use of the property would constitute a hazard to public safety, health, or morals; or
 - (4) The planned or potential use of the property violates other governmental codes or laws.

VII. AGREEMENT

- (a) If an application for tax abatement is approved by the Garza County Commissioners Court, the Court shall formally pass a resolution and execute an agreement with the owner and/or lessee of the facility which shall include:
- (1) The percentage of value to be abated each year as provided in Part IV(g) of these Guidelines and Criteria.
 - (2) The commencement date and the termination date of abatement.
 - (3) The proposed use of the facility, nature of construction, time schedule for undertaking and completing the planned improvements, map, property description, and improvements list as provided in Part V of these Guidelines and Criteria.
 - (4) Contractual obligations in the event of default, violation of terms or conditions, delinquent taxes recapture, administration and assignment (as provided in the agreement), and other provisions that may be required for uniformity or by state law or that are mutually agreed to by the County and the applicant.
 - (5) Amount of investment and/or average number of jobs applicant commits to create (if any) for the period of abatement.
 - (6) Any other provisions required by Chapter 312 of the Texas Tax Code.
- (b) The County will use its best efforts to cause such agreement to be executed within thirty (30) days after the later of the date applicant has forwarded all necessary information to the jurisdiction receiving the application or the date of the approval of the application. Prior to the execution of the Agreement, the County will comply with the following notice requirement in Tax Code § 312.2041(a):
- Not later than the seventh day before the date on which a municipality or county enters into an abatement agreement, the governing body of the municipality or county or a designated officer or employee of the municipality or county shall deliver to the presiding officer of the governing body of each other taxing unit in which the property to be subject to the agreement is located a written notice that the municipality or county intends to enter into the agreement. The notice must include a copy of the proposed agreement.
- (c) Each other taxing unit that has jurisdiction over the facility or improvements for which the County approves or disapproves an application for tax abatement shall make its own determination of abatement which shall not bind any other Affected Jurisdiction.

VIII. RECAPTURE

- (a) In the event that the facility or improvements are completed and begin operating but subsequently discontinue operating for any reason excepting a force majeure event (as such event may be more specifically defined in the tax abatement agreement) for a period of more than one (1) year during the abatement period, then the abatement agreement shall terminate along with the abatement of taxes for the calendar year during which the agreement is terminated. The taxes otherwise abated for that calendar year shall be paid to the County within sixty (60) days from the date of termination. The County is permitted to enter into a tax abatement agreement that varies from the provisions of this paragraph without being deemed to be in violation of these Guidelines and Criteria so long as the agreement provides for the recapture of property taxes in the event that the approved facility or improvement discontinue operations during the period of tax abatement.
- (b) If the County determines that a party to a tax abatement agreement is in default according to the terms and conditions of its agreement, the County shall notify the party in writing at the address stated in the agreement, and if such is not cured within sixty (60) days from the date of such notice, then the agreement shall be terminated and all taxes previously abated by virtue of the agreement will be recaptured and paid within sixty (60) days of the termination. Further, it will be a default under a tax abatement granted pursuant to these Guidelines and Criteria if the owner of the eligible property subject to the abatement is delinquent in paying any undisputed taxes to any taxing authority in Garza County, Texas. The County is permitted to enter into a tax abatement agreement that varies from the provisions of this paragraph without being deemed to be in violation of these Guidelines and Criteria so long as the agreement provides for the recapture of property tax in the event that the applicant named in the tax abatement agreement defaults in its obligations under the agreement.

IX. ADMINISTRATION

- (a) The Chief Appraiser of the Garza County Appraisal District shall annually determine an assessment of any real and/or personal property that is the subject of a tax abatement agreement. Each party to a tax abatement agreement shall be required to furnish the assessor with such information as may be necessary to determine an assessment. Once a value has been established, the Chief Appraiser shall notify the Affected Jurisdictions of the appraised value.
- (b) The abatement agreement shall stipulate that employees and/or designated representatives of the County will have access to the facility or improvements that are the subject of the agreement during the term of the abatement to inspect the facility or improvements to determine if the terms and conditions of the agreement are being met. The terms, guidelines, and requirements concerning inspections shall be set forth in the abatement agreement.

- (c) After the period of abatement begins, the County shall annually evaluate each facility receiving abatement and report possible violations of the abatement agreement to the Garza County Commissioners Court. The abatement agreement may also require the party receiving the abatement to file annual certifications with the County.
- (d) All proprietary information acquired by the County for purposes monitoring compliance with the terms and conditions of an abatement agreement shall be considered confidential.

X. ASSIGNMENT

- (a) Except as otherwise provided in the abatement agreement, an abatement agreement may be transferred and assigned by the holder to a new owner or lessee of the same facility upon the approval by resolution of the Garza County 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 an assignment and assumption agreement between the holder of the agreement and the assignee. Approval shall not be unreasonably withheld.
- (b) No assignment or transfer shall be approved if the party to the existing agreement or the proposed assignee is liable to any taxing jurisdiction for outstanding taxes or other obligations.

XL. SUNSET PROVISION

- (a) These Guidelines and Criteria are effective upon the date of the adoption and will remain in force for two (2) years unless amended by three quarters vote of the Garza County Commissioners Court, at which time all reinvestment zones and tax abatement contracts created pursuant hereto will be reviewed by each Affected Jurisdiction to determine whether the goals have been achieved. Based on that review, these Guidelines and Criteria may be modified, renewed, or not renewed, providing that such actions shall not affect existing abatement agreements.
- (b) These Guidelines and Criteria do not amend any existing Industrial District Contracts or agreements with the owners of real property in areas deserving of specific attention as agreed by the Affected Jurisdiction.
- (c) Prior to the date for review, as defined above, these Guidelines and Criteria may be modified by a two-thirds (2/3) vote of the County Commissioners as provided for under the laws of the State of Texas.

XII. SEVERABILITY AND LIMITATIONS

- (a) In the event that any section, clause, sentence, paragraph or any part of these Guidelines and Criteria shall for any reason be adjudged by any court of

competent jurisdiction to be invalid, such invalidity shall not affect, impair, or invalidate the remainder of these Guidelines and Criteria.

- (b) Property that is located in a reinvestment zone and that is owned or leased by a person who is a member of the Commissioners Court may not be subject to a tax abatement agreement entered into with the County.
- (c) If these Guidelines and Criteria have omitted any mandatory requirements of the applicable tax abatement laws of the State of Texas, then such requirements are hereby incorporated as a part of these Guidelines and Criteria.

[end of document – Glossary follows]

GLOSSARY:

- (a) "Abatement" means the full or partial exemption from ad valorem taxes of certain real or tangible personal property in a reinvestment zone designated by the County or a municipality for economic development purposes.
- (b) "Aquaculture/Agriculture Facility" means building, structures and major earth structure improvements, including fixed machinery and equipment, the primary purpose of which is of food and/or fiber products in commercially marketable quantities.
- (c) "Affected Jurisdiction" means Garza County and any municipality, or school district, the majority of which is located in Garza County that levies ad valorem taxes upon and/or provides services to property located within the proposed or existing reinvestment zone designated by Garza County or any municipality.
- (d) "Agreement" means a contractual agreement between a property owner and/or lessee and the County for the purpose of tax abatement.
- (e) "Base year value" means the assessed value of eligible property on January 1 preceding the execution of the agreement plus the agreed upon value of eligible property improvements made after January 1 but before the filing of an application for tax abatement.
- (f) "Deferred maintenance" means improvements necessary for continued operations which do not improve productivity or alter the process of technology.
- (g) "Distribution Center Facility" means building and structures, including machinery and equipment, used or to be used primarily to receive, store, service, or distribute goods or materials owned by the facility from which a majority of revenue generated by activity at the facility are derived from outside of Garza County.
- (h) "Expansion" means the addition of buildings, structures, machinery or equipment for purposes of increasing production capacity.
- (i) "Facility" means property improvements completed or in the process of construction which together comprise an integral whole.
- (j) "Manufacturing Facility" means buildings and structures, including machinery and equipment, the primary purpose of which is or will be the manufacture of tangible goods or materials or the processing of such goods or materials by physical or chemical change.
- (k) "Modernization" means the upgrading and or replacement of existing facilities which increases the productive input or output, updates the technology or substantially lowers the unit cost of the operation. Modernization may result from the construction,

alteration or installation of buildings, structures, fixed machinery or equipment. It shall not be for the purpose of reconditioning, refurbishing or repairing.

- (l) "New Facility" means improvements to real estate previously undeveloped which is placed into service by means other than or in conjunction with expansion or modernization.
- (m) "New Jobs" means a newly created employment position on a full-time permanent basis. Two or more part-time permanent employees totaling an average of not less than 40 hours per week may be considered as one full-time permanent employee.
- (n) "Office Building" means a new office building.
- (o) "Other Basic Industry" means buildings and structures, including fixed machinery and equipment not elsewhere described used or to be used for the production of products or services which serve a market primarily outside the County and results in the creation of new permanent jobs and new wealth in the County.
- (p) "Regional Entertainment/Tourism Facility" means buildings and structures, including fixed machinery and equipment, used or to be used to provide entertainment and/or tourism related services, from which a majority of revenues generated by activity at the facility are derived from outside Garza County.
- (q) "Research Facility" means buildings and structures, including fixed machinery and equipment, used or to be used primarily for research or experimentation to improve or develop new tangible goods or materials or to improve or develop the production process thereto.
- (r) "Regional Service Facility" means buildings and structures, including fixed machinery and equipment, used or to be used to provide a service from which a majority of revenues generated by activity at the facility are derived from outside Garza County.
- (s) "Renewable Energy Facility" means buildings and structures, including but not limited to electricity generating equipment (such as wind turbines or photovoltaic solar panels), electric transmission lines, electric power substations, electrical gathering equipment, communications systems and roads, fixed machinery and equipment, used or to be used to provide electrical energy, and which meet the definition of "Renewable Energy Electric Generation" in Chapter 313 of the Texas Tax Code.

**COMMISSIONERS' COURT OF GARZA COUNTY
GARZA COUNTY COURTHOUSE
POST, TEXAS**

**RESOLUTION AND ORDER DESIGNATING THE
GARZA COUNTY REINVESTMENT ZONE NO. 1
IN THE JURISDICTION OF GARZA COUNTY, TEXAS**

The Commissioners' Court of Garza County, Texas, meeting in regular session on January 30, 2017, considered the following resolution:

WHEREAS, the Commissioners Court of Garza County, Texas (the "County") has elected to become eligible to participate in tax abatement agreements under the provisions of the Texas Property Redevelopment and Tax Abatement Act (Chapter 312 of the Texas Tax Code) (the "Act"); and,

WHEREAS, the County has adopted guidelines and criteria governing tax abatement agreements in a resolution dated on or about January 30, 2017 (the "Guidelines and Criteria"); and,

WHEREAS, a public hearing is required by Chapter 312 of the Texas Tax Code prior to approval of a reinvestment zone; and

WHEREAS, the County (a) timely published or posted all applicable notices of public hearing regarding the designation of the real estate described in the attached Exhibit A as a reinvestment zone for tax abatement purposes, and (b) timely notified all applicable presiding officers of the governing body of each taxing unit that includes in its boundaries real property that may be included in the proposed reinvestment zone;

WHEREAS, the improvements proposed for the reinvestment zone are feasible and of benefit to the reinvestment zone after expiration of an abatement agreement; and

WHEREAS, the property described on Exhibit A meets the criteria established in the Guidelines and Criteria for a reinvestment zone; and

WHEREAS, the designation of the reinvestment zone would contribute to the retention or expansion of primary employment or would attract major investment in the reinvestment zone that would be of benefit to the property described on Exhibit A and would contribute to the economic development of the County; and

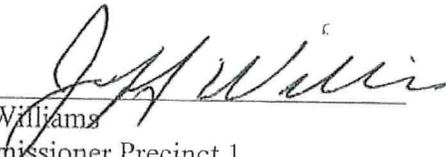
WHEREAS, all interested members of the public were given an opportunity to make comment at the public hearing.

NOW, THEREFORE, BE IT ORDERED, by the Commissioners' Court of Garza County, that:

1. The County hereby designates the property located in Garza County, Texas, having the property description in Exhibit A attached to this Order as a reinvestment zone under the County's Guidelines and Criteria, having determined that (a) the property described on Exhibit A meets the criteria established in the Guidelines and Criteria, and (b) the designation of such reinvestment zone would contribute to the retention or expansion of primary employment or would attract major investment in the reinvestment zone that would be of benefit to the property described on Exhibit A and that would contribute to the economic development of the County.
2. The reinvestment zone created by this Order to include the real property described in Exhibit A shall be known as "Garza County Reinvestment Zone No. 1".

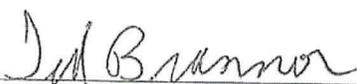
The foregoing Resolution and Order was lawfully moved by Ted Brannon, duly seconded by Jerry Benham, and duly adopted by the Commissioner's Court of Garza County, Texas, on JANUARY 30, 2017.

Lee Norman
County Judge

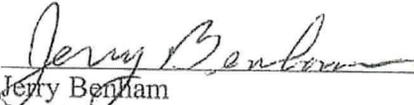


Jeff Williams
Commissioner Precinct 1

Charles Morris
Commissioner Precinct 2

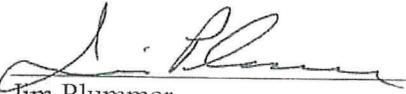


Ted Brannon
Commissioner Precinct 3



Jerry Benham
Commissioner Precinct 4

The foregoing Resolution and Order is a true and correct copy of the Resolution and Order passed by the Commissioners' Court in open and regular session at the Garza County Courthouse at 9:56 a.m. on JANUARY 30, 2017.



Jim Plummer
County Clerk, Garza County, Texas

Exhibit A

Property Included in the Reinvestment Zone

The Reinvestment Zone is described by metes and bounds below, and a map is attached as the last page of this Exhibit A:

LEGAL DESCRIPTION: BEING APPROXIMATELY 96,900 ACRES OF LAND AND BEING ALL OF AND/OR ANY PORTIONS OF SECTIONS: 12, A-709 AND 1, A-375, BLOCK 10, E.L. & R.R. Co. SURVEY, 301, A-455, 308, A-1073, 307, A-440, 303, A-389, 304, A-1072, 305, A-388 AND 306, A-773, BLOCK 31, H.E. & W.T. RR Co. SURVEY, 4, A-587, 3, A-588, 1, A-585, RM. THOMPSON SURVEY, 1, A-1140, BLOCK C, JT CORY SURVEY, 16, A-623, T.T RR Co. SURVEY, 19, A-387, H. & G.N. RR Co. SURVEY, AND 18, A-1136 AND A-1165, J. MASSEY SURVEY, BLOCK 30, T-7-N, 1, A-586, BLOCK O, RM THOMPSON SURVEY, 14, A-536, BLOCK 1, J. HAYES SURVEY, 2, A-1123, BLOCK C, J. MAXEY SURVEY, 397, A-367, 400, A-710, 393, A-366, 394, A-729, 391, A-371 AND 392, A-711, BLOCK 9, E.L. & R.R. RR Co. SURVEY, 277, A-429, AND 278, A-1068, D. & S.E. RR Co. SURVEY, 275, A-435, AND 276, A-1071, E.L. & R.R. RR Co. SURVEY, 1360, A-723, 1359, A-306. E.L. & R.R. RR Co. SURVEY, 401, A-348, 403, A-350, 404, 721, 405, A-349 AND 406, A-726, T.T. RR Co. SURVEY, 1, A-461, 2, A-1075, 3, A-460, 4, A-1208, 4, A-1214, 4, A-1090, 5, A-411, 6, A-718, 7, A-456, 8, A-1089, 9, A-457, 10, A-1163, 10, A-1159, 10, A-1069, 11, A-410, 14, A-720, 15, A-414 AND 17, A-458, BLOCK 8, T.T. RR Co. SURVEY, 19, A-424 AND 20, A-1076, BLOCK 2, D. & S.E. RR Co. SURVEY, 27, A-549, 28, A-574 AND 29, A-575, BLOCK 1, JASPER HAYS SURVEY, 30, A-1211 AND 31, A-1212, BLOCK 1, G.E. LOCKHART SURVEY, 30, A-1220, BLOCK RM, G.E. LOCKHART SURVEY, 9, A-13, 10, A-1077 AND 10, A-1078, BLOCK 2, G.H. & H.R. RR Co. SURVEY, 7, A-480, 8, A-487, 9, A-513, 11, A-511, 12, A-510 AND 13, A-512, BLOCK 5, K. AYCOCK SURVEY, 1, A-1167, 2, A-1168, 3, A-1169, 3.5, A-1170 AND 4, A-1171, C.W. POST SURVEY, 1, A-1083, D.L. PHILLIPS SURVEY, 2, A-1082, J.T. LOFTIN SURVEY, 1, A-1229, 4, A-1179, A-1215, A-1217 AND A-1180, JOHN B. SLAUGHTER SURVEY, 1, A-1219, 1, A-1205, 2, A-1218 AND 2, A-1221, L.N. BROOKS SURVEY, 2, A-543, BLOCK 8, JASPER HAYS SURVEY, 1214, A-647, 1216, A-646, 1311, A-338, 1312, A-651, T.T. RR. Co. SURVEY, 1313, A-318, 1314, A-704, 1315, A-317, 1316, A-705, 1317, A-319, 1318, A-709, 1319, A-320, 1320, A-701, 1321, A-322, 1323, A-323, 1324, A-700, 1325, A-321, 1326, A-698, 1327, A-324, 1328, A-697, 1329, A-327, 1330, A-696, 1331, A-325, 1332, A-695 AND 1374, A-706, BLOCK 1, H. & O.B. RR Co. SURVEY, 1, A-544, 1, A-554, 3, A-550, AND 4, A-555, JASPER HAYS SURVEY, 1236, A-644, A.B. & M. SURVEY, 1237, A-315 AND 1238, A-653, G.W.T. & P. RR Co. SURVEY, 1307, A-282 AND 1308, A-748, B.S. & F. SURVEY, 1305, A-339, 1306, A-745, 1309, A-341 AND 1310, A-678, T.T.RR Co. SURVEY, 1, A-1063, 2, A-1064, 4, A-1065, 4.5, A-1066 AND 5, A-1062, HORACE G. BRANDON SURVEY, 1, A-1117, BLOCK H, MRS S.E. HARPER SURVEY, 4, A-1121 AND 5, A-1134, BLOCK M, J.T. LOFTON SURVEY, 1303, A-295, 1304, A-742, 1401, A-294, 1402, A-650, 1403, A-296, 1404, A-679, 1405, A-297, 1406, A-744, 1419, A-302, 1420, A-684, BLOCK 1, E.L. & R.R. RR Co. SURVEY, 1, A-439 AND 2, A-891, H.E. & W.T. RR Co. SURVEY, 1297, A-293 AND 1298, A-643, D. & W. RR Co. SURVEY, 1301, A-316 AND 1302, A-741, G.C. & S.F. RR Co. SURVEY, 1206, A-649, 1207, A-328 AND 1208, A-648, H. & O.B. RR Co. SURVEY, 1281, A-287 AND 1282, A-652, B.S. & F.

SURVEY, 4, A-291, WILLIAM H. COBBS SURVEY, 1239, A-292 AND 1240, A-666, D. & W. RR Co. SURVEY, 1245, A-344, 1246, A-738, 1253, A-345, 1254, A-739, 1255, A-342 AND 1421, A-347, T.T. RR Co. SURVEY, 1247, A-286 AND 1248, A-892, B.S. & F. SURVEY, 1249, A-278, 1250, A-759, 1251, A-275 AND 1252, A-617, A.B. & M. SURVEY, 3, A-425 AND 4, A-894, BLOCK D18, D. & S.E. RR Co. SURVEY, 1273, A-305, E.L. & R.R. RR Co. SURVEY, 1259, A-309, 1260, A-685, 1261, A-310, 1262, A-686, 1263, A-307, 1264, A-1007, 1267, A-308 AND 1268, A-1079, JOHN H. GIBSON SURVEY, 725, A-428 AND 726, A-893, D. & S.E. RR Co. SURVEY, 1305, A-289 AND 1306, A-656, B.S. & F. SURVEY, A-397, SHELBY COUNTY SCHOOL LAND SURVEY, 724, A-1038, BLOCK 9, E.L. & R.R. RR Co. SURVEY, 1269, A-279, 1270, A-1206, 1270, A-1204, 1270, A-1080 AND 1271, A-276, A.B. & M. SURVEY, 4, A-801, BLOCK 1, K. AYCOCK SURVEY, AND 1, A-384, 2, A-1005, 3, A-823, 7, A-386, 8, A-939, 9, A-822 AND 10, A-1006, BLOCK 24, H.E. & W.T. RR Co. SURVEY, ALL LYING IN AND BEING SITUATED OUT OF GARZA COUNTY, TEXAS: SAID 96,900 ACRE TRACT BEING GENERALLY DESCRIBED AS FOLLOWS:

BEGINNING at a point at or near the intersection of the common line of Lynn County, Texas and said Garza County with the north line of Borden County, Texas for the southwest corner hereof and having an approximate Latitude and Longitude of 32.9611° and 101.5575°;

THENCE generally along the common line of said Lynn and Garza Counties the following five (5) calls:

1. North 01°39'09" East an approximate distance of 26438.87 feet to a point for an angle point;
2. North 01°27'15" East an approximate distance of 5315.79 feet to a point for an angle point;
3. North 01°43'50" East an approximate distance of 48382.52 feet to a point for an angle point;
4. North 01°50'22" East an approximate distance of 27318.21 feet to a point for an angle point;
5. North 01°47'10" East an approximate distance of 50448.57 feet to a point at or near the common corner of Lubbock county, Texas, Crosby County, Texas and said Lynn and Garza Counties and the northwest corner hereof and having an approximate Latitude and Longitude of 33.3951°, 101.5568°;

THENCE South 88°29'59" East a distance of 14380.16 feet generally along the common line of said Crosby and Garza Counties to a point for the northerly northeast corner and having an approximate Latitude and Longitude of 33.3952°, 101.5097°;

THENCE South 14°55'02" West a distance of 13293.36 feet crossing said Section 4, A-801, Section 1, A-384 and Section 724, A-1038 to a point at or near the north line of the Shelby County School Land, A-397 for an interior corner hereof;

THENCE South 87°56'46" East a distance of 7517.75 feet generally along said north line to a point at or near the northeast corner of said Shelby County School Land and an ell corner hereof;

THENCE South 02°20'35" West a distance of 9002.43 feet generally along the east line of said

Shelby County School Land and crossing said Section 3, A-550 to a point at or near the north line of said Section 1306, A-656 for an interior corner hereof;

THENCE South 88°16'22" East a distance of 3636.44 feet generally along the north line of said Section 1306 and said Section 1305, A-289 to a point for an ell corner hereof;

THENCE South 01°48'26" West a distance of 16278.66 feet crossing said Section 1305, Section 726, A-893, Section 4, A-894 and Section 1239, A-292 to a point for an angle point hereof and having an approximate Latitude and Longitude of 33.2900°, 101.4837°;

THENCE South 60°56'30" East a distance of 7362.09 feet crossing said Section 1239, W.H. Cobbs Survey, A-291, and Section 5, A-1062 to a point at or near the east line of said Section 5, A-1062 for an angle point hereof;

THENCE South 41°58'34" East a distance of 10679.14 feet crossing said Section 1207, A-328, Section 1208, A-648, and Section 1206, A-649 to a point for an angle point hereof;

THENCE South 35°41'49" East a distance of 5879.46 feet crossing said Section 1206 and Section 1214, A-647 to a point at or near the east line of said Section 1214 for an angle point hereof and having an approximate Latitude and Longitude of 33.2465°, 101.4265°;

THENCE South 00°05'39" East a distance of 23152.38 feet generally along the east lines of said Section 1214, A-647, Section 1236, A-644, Section 5, A-1134, Section 1, A-1117 and Section 3.5, A-1170 to a point at or near the common corner of said Section 3.5, Section 1232, A-938, Section 11, A-511 and Section 12, A-510 for an interior corner hereof and having an approximate Latitude and Longitude of 33.1829°, 101.4243°;

THENCE South 89°02'41" East a distance of 5187.56 feet generally along the north line of said Section 11, A-511 to a point at or near the northeast corner of said Section 11, A-511 for an ell corner hereof;

THENCE South 00°12'13" West a distance of 5301.36 feet generally along the east line of said Section 11, A-511 to a point at or near the north line of said Section 9, A-513 for the southeast corner of said Section 11 and interior corner hereof;

THENCE South 89°12'06" East a distance of 2515.81 feet generally along the north line of said Section 9, A-513 to a point at or near the northeast corner of said Section 9 for an ell corner hereof;

THENCE South 00°13'42" West a distance of 2963.22 feet generally along the east line of said Section 9 to a point for an ell corner hereof;

THENCE North 89°09'53" West a distance of 2524.85 feet crossing said Section 9 to a point for an interior corner hereof;

THENCE South 00°24'10" West a distance of 2377.83 feet to a point at or near the common line of said Section 9 and Section 8, A-487 for an interior corner hereof;

THENCE South 89°30'51" East a distance of 7813.51 feet generally along the north line of said Section 8 and said Section 7, A-480 to a point at or near the northeast corner of said Section 7, A-480 for an ell corner hereof and having an approximate Latitude and Longitude of 33.1542°, 101.3810°;

THENCE South 00°02'12" East a distance of 5625.44 feet generally along the east line of said Section 7 and crossing said Section 9, A-13 to a point for an ell corner hereof;

THENCE North 87°32'19" West a distance of 5330.33 feet crossing said Section 9 and said Section 10, A-1078 to a point for an angle point hereof;

THENCE South 66°19'48" West a distance of 1234.61 feet crossing said Section 10 to a point for an angle point hereof;

THENCE South 02°41'58" West a distance of 4271.65 feet crossing said Section 10 and said Section 10, A-1077 to a point to a point at or near the common line of said Section 10, A-1077 and Section 29, A-575 for an interior corner hereof;

THENCE South 88°21'10" East a distance of 1713.69 feet generally along said common line to a point for an ell corner hereof;

THENCE South 00°15'23" West a distance of 2910.50 feet crossing said Section 29, A-575 to a point for an angle point hereof;

THENCE South 24°42'19" West a distance of 4871.02 feet crossing said Section 29 and said Section 28, A-574 to a point for an ell corner hereof and having an approximate Latitude and Longitude of 33.1055°, 101.4023°;

THENCE North 87°57'01" West a distance of 26071.88 feet crossing said Section 28, Section 31, A-1212, Section 19, A-424 and generally along the south line of said Section 17, A-458, Section 15, A-414, Section 14, A-720 to a point at or near the southerly common corner of said Section 14 and said Section 11, A-410 and an angle point hereof;

THENCE North 87°44'06" West a distance of 16538.32 feet generally along the south line of said Section 11, Section 401, A-348 and Section 405, A-349 to a point at or near the common corner of Section 1, A-500 and said Section 406, A-726, Section 1359, A-306 and Section 405 for an interior corner hereof and having an approximate Latitude and Longitude of 33.1066°, 101.5414°;

THENCE South 02°01'23" West a distance of 10609.03 feet generally along the east line of said Section 1359 and Section 1360, A-723 to a point at or near the easterly common corner of said Section 1360 and Section 276, A-1071 for an angle point hereof;

THENCE South 10°08'25" West a distance of 5344.53 feet generally along the east line of said Section 276 to a point at or near the common corner of said Section 276, Section 275, A-435 and Section 278, A-1068 and an interior corner hereof;

THENCE South $88^{\circ}56'11''$ East a distance of 2946.09 feet generally along the north line of said Section 278 to a point at or near the west line of Section 6, A-620 for the northeast corner of said Section 278 and an ell corner hereof and having an approximate Latitude and Longitude of 33.0630° , 101.5346° ;

THENCE South $14^{\circ}27'47''$ East a distance of 6724.68 feet generally along the east line of said Section 278 and said Section 277, A-429 to a point at or near the westerly common corner of Section 7, A-396 and said Section 18, A-1136 for an interior corner hereof;

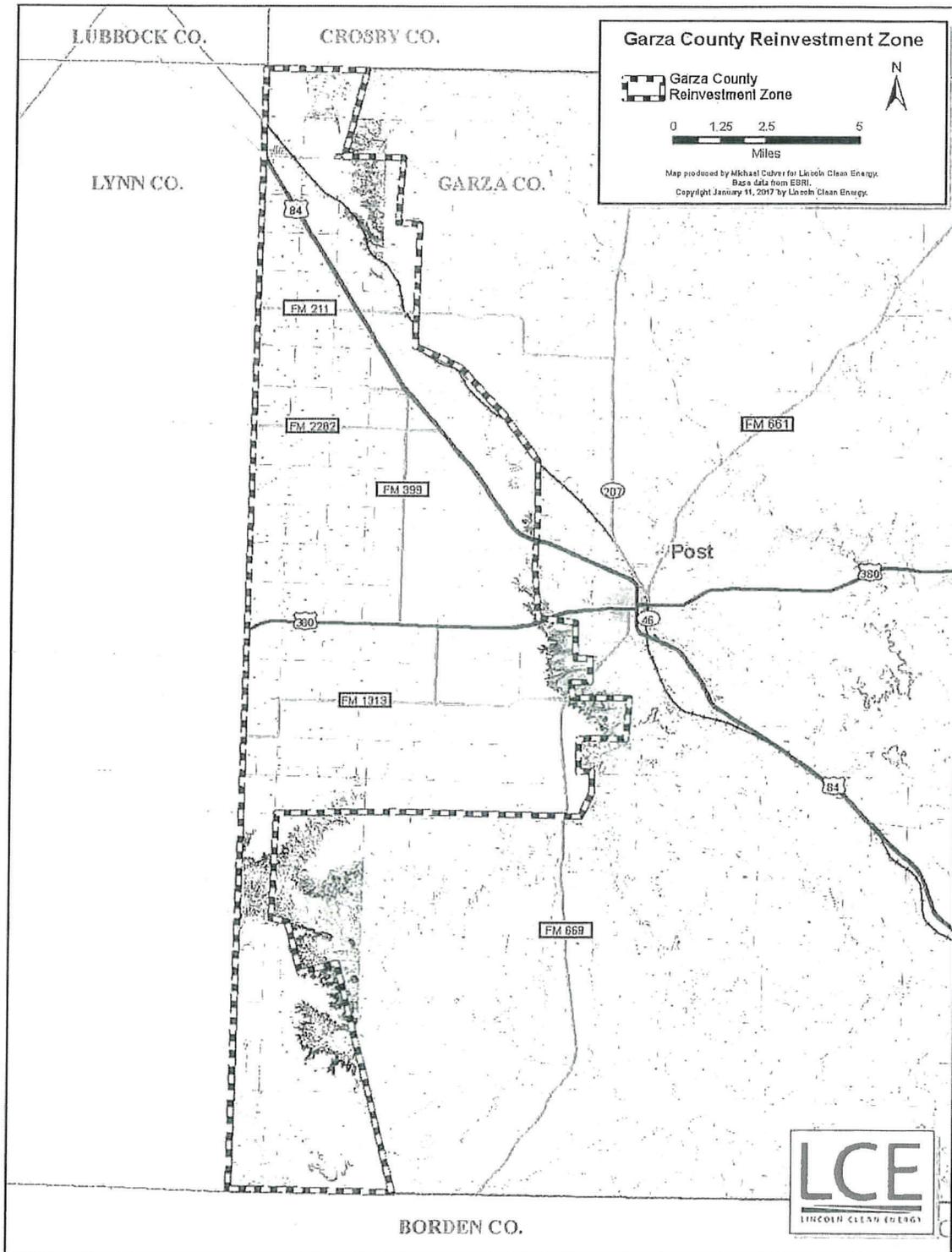
THENCE North $76^{\circ}01'17''$ East a distance of 5249.84 feet generally along the north line of said Section 18 to a point at or near the northeast corner of said Section 18 for an ell corner hereof;

THENCE South $14^{\circ}16'24''$ East a distance of 33068.50 feet generally along the east line of said Section 18, Section 18, A-1165, Section 14, A-536, Section 1, A-586, Section 19, A-387, Section 16, A-623, Section 3, A-588 and Section 1, A-585 to a point at or near the common line of said Garza and Borden Counties for the southerly southeast corner hereof and having an approximate Latitude and Longitude of 32.9617° , 101.4825° ;

THENCE generally along said common line of Garza and Borden Counties the following three (3) calls:

1. North $88^{\circ}54'14''$ West a distance of 11259.99 feet to a point for an angle point;
2. North $88^{\circ}54'43''$ West a distance of 9365.66 feet to a point for an angle point;
3. North $88^{\circ}55'11''$ West a distance of 2382.65 feet to the **POINT OF BEGINNING** and containing 96,900 acres of land, more or less.

Note: Bearings and distances shown hereon are NAD83, Texas North Central Zone, and coordinates shown hereon are WGS84 Latitude (North) and Longitude (West) and all are approximate based on GIS mapping. This description does not constitute a boundary survey and is provided for reference purposes only.



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 -> Heath Dickson Superintendent

sign here -> [Signature] 5-29-19

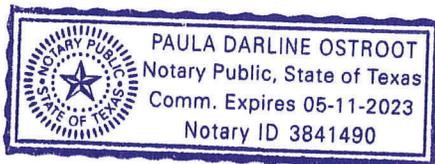
2. Authorized Company Representative (Applicant) Signature and Notarization

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 -> Philip Moore Sr. Vice President

sign here -> [Signature] 5/28/19



(Notary Seal)

GIVEN under my hand and seal of office this, the

28 day of May Paula D Ostroot

Notary Public in and for the State of Texas

My Commission expires: 5/11/2023

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.