O'HANLON, DEMERATH & CASTILLO
ATTORNEYS AND COUNSELORS AT LAW

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January 17, 2020

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

RE: Application to the Andrews Independent School District from Prospero Solar II, 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 Andrews Independent School District is notifying Prospero Solar II, 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 January 14, 2020. The Board voted to accept the application on January 14, 2020. The application has been determined complete as of January 17, 2020. 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 Andrews County Appraisal District.

Sincerely,

Kevin O'Hanlon
School District Consultant

Cc: Andrews County Appraisal District
Prospero Solar II, LLC

PROSPERO SOLAR II, LLC

CHAPTER 313 APPLICATION

FOR APPRAISED VALUE LIMITATION

TO ANDREWS ISD

Comptroller

TAB 1

Pages 1 through 7 of application.

Application for Appraised Value Limitation on Qualified Property

(Tax Code, Chapter 313, Subchapter B or C)

INSTRUCTIONS: This application must be completed and filed with the school district. In order for an application to be processed, the governing body (school board) must elect to consider an application, but — by Comptroller rule — the school board may elect to consider the application only after the school district has received a completed application. Texas Tax Code, Section 313.025 requires that any completed application and any supplemental materials received by the school district must be forwarded within seven days to the Comptroller of Public Accounts.

If the school board elects to consider the application, the school district must:

- notify the Comptroller that the school board has elected to consider the application. This notice must include:
  - the date on which the school district received the application;
  - the date the school district determined that the application was complete;
  - the date the school board decided to consider the application; and
  - a request that the Comptroller prepare an economic impact analysis of the application;
- provide a copy of the notice to the appraisal district;
- must complete the sections of the application reserved for the school district and provide information required in the Comptroller rules located at 34 Texas Administrative Code (TAC) Section 9.1054; and
- forward the original hard copy of the completed application to the Comptroller in a three-ring binder with tabs, as indicated on page 9 of this application, separating each section of the documents, in addition to an electronic copy on CD. See 34 TAC Chapter 9, Subchapter F.

The governing body may, at its discretion, allow the applicant to supplement or amend the application after the filing date, subject to the restrictions in 34 TAC Chapter 9, Subchapter F.

When the Comptroller receives the notice and required information from the school district, the Comptroller will publish all submitted application materials on its website. The Comptroller is authorized to treat some application information as confidential and withhold it from publication on the Internet. To do so, however, the information must be segregated and comply with the other requirements set out in the Comptroller rules. For more information, see guidelines on Comptroller's website.

The Comptroller will independently determine whether the application has been completed according to the Comptroller's rules (34 TAC Chapter 9, Subchapter F). If the Comptroller finds the application is not complete, the Comptroller will request additional materials from the school district. Pursuant to 9.1053(a)(1)(C), requested information shall be provided within 20 days of the date of the request. When the Comptroller determines that the application is complete, it will send the school district a notice indicating so. The Comptroller will determine the eligibility of the project, issue a certificate for a limitation on appraised value to the school board regarding the application and prepare an economic impact evaluation by the 90th day after the Comptroller receives a complete application—as determined by the Comptroller.

The school board must approve or disapprove the application not later than the 150th day after the application review start date (the date the application is finally determined to be complete), unless an extension is granted. The Comptroller and school district are authorized to request additional information from the applicant that is reasonably necessary to issue a certificate, complete the economic impact evaluation or consider the application at any time during the application review period.

Please visit the Comptroller's website to find out more about the program at comptroller.texas.gov/economy/local/ch313/. There are links to the Chapter 313 statute, rules, guidelines and forms. Information about minimum limitation values for particular districts and wage standards may also be found at that site.

SECTION 1: School DIstrict Information

1. Authorized School District Representative

January 14, 2020
Date Application Received by District

Dr. Bobby
First Name

Azam
Last Name

Superintendent
Title

Andrews ISD
School District Name

405 NW 3rd Street
Street Address

405 NW 3rd Street
Mailing Address

Andrews
City

TX
State

79714
ZIP

432-523-3640 ext.1756
Phone Number

432-523-3343
Fax Number

Mobile Number (optional)

bazam@andrews.esc18.net
Email Address

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

SECTION 1: School DIstrict Information *(continued)*

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

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

4. On what date did the district determine this application complete? . . . . . January 17, 2020

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)*

First Name: Michael U.
Last Name: Alvarez
Title: COO
Organization: Longroad Energy
Street Address: 330 Congress St., 6th Floor
Mailing Address: same
City: Boston
State: MA
ZIP: 02210
Phone Number: 415-792-6074
Fax Number: N/A
Mobile Number *(optional)*: N/A
Business Email Address: contracts@longroadenergy.com

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.

First Name: Bryan
Last Name: Harris
Title: Director, Development
Organization: Longroad Energy
Street Address: 330 Congress St., 6th Floor
Mailing Address: same
City: Boston
State: MA
ZIP: 02210
Phone Number: 435-421-9300
Fax Number:
Mobile Number *(optional)*:
Business Email Address: bryan.harris@longroadenergy.com

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

SECTION 2: Applicant Information (continued)

4. Authorized Company Consultant *(If Applicable)*

First Name: Brandon
Last Name: Westlake
Title: Senior Consultant
Firm Name: Cummings Westlake LLC
Phone Number: 713-266-4456 x3
Fax Number: 713-266-2333
Business Email Address: bwestlake@cwlp.net

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? Prospero Solar II, LLC
2. List the Texas Taxpayer I.D. number of entity subject to Tax Code, Chapter 171 *(11 digits)* 32072568044
3. List the NAICS code 221114
4. Is the applicant a party to any other pending or active Chapter 313 agreements? ☐ Yes ☑ No

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

SECTION 5: Applicant Business Structure

1. Identify Business Organization of Applicant *(corporation, limited liability corporation, etc)* Limited Liability Corporation
2. Is applicant a combined group, or comprised of members of a combined group, as defined by Tax Code §171.0001(7)? ☑ Yes ☐ No

   2a. If yes, attach in **Tab 3** a copy of Texas Comptroller Franchise Tax Form No. 05-165, No. 05-166, or any other documentation from the Franchise Tax Division to demonstrate the applicant's combined group membership and contact information.
3. Is the applicant current on all tax payments due to the State of Texas? ☑ Yes ☐ No
4. Are all applicant members of the combined group current on all tax payments due to the State of Texas? ☑ Yes ☐ No ☐ N/A
5. If the answer to question 3 or 4 is no, please explain and/or disclose any history of default, delinquencies and/or any material litigation, including litigation involving the State of Texas. *(If necessary, attach explanation in **Tab 3**)*

SECTION 6: Eligibility Under Tax Code Chapter 313.024

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

SECTION 7: Project Description

1. In **Tab 4**, attach a detailed description of the scope of the proposed project, including, at a minimum, the type and planned use of real and tangible personal property, the nature of the business, a timeline for property construction or installation, and any other relevant information.
2. Check the project characteristics that apply to the proposed project:
   - ☑ Land has no existing improvements
   - ☐ Land has existing improvements *(complete Section 13)*
   - ☐ Expansion of existing operation on the land *(complete Section 13)*
   - ☐ Relocation within Texas

SECTION 8: Limitation as Determining Factor

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

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

SECTION 9: Projected Timeline

1. Application approval by school board ..... August 2020
2. Commencement of construction ..... 3Q - 2020
3. Beginning of qualifying time period ..... January 1, 2021
4. First year of limitation ..... January 1, 2022
5. Begin hiring new employees ..... December 2021
6. Commencement of commercial operations ..... December 2021
7. Do you propose to construct a new building or to erect or affix a new improvement after your application review start date *(date your application is finally determined to be complete)*? ..... ☑ Yes ☐ No

   Note: Improvements made before that time may not be considered qualified property.
8. When do you anticipate the new buildings or improvements will be placed in service? ..... December 2021

SECTION 10: The Property

1. Identify county or counties in which the proposed project will be located: Andrews County
2. Identify Central Appraisal District (CAD) that will be responsible for appraising the property: Andrews 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:	Andrews County, $0.005099, 100% *(Name, tax rate and percent of project)*	City:	N/A *(Name, tax rate and percent of project)*
Hospital District:	Andrews CHD, $0.0046923, 100% *(Name, tax rate and percent of project)*	Water District:	N/A *(Name, tax rate and percent of project)*
Other *(describe)*:	N/A *(Name, tax rate and percent of project)*	Other *(describe)*:	N/A *(Name, tax rate and percent of project)*

5. Is the project located entirely within the ISD listed in Section 1? ..... ☑ Yes ☐ No

   5a. If no, attach in **Tab 6** additional information on the project scope and size to assist in the economic analysis.
6. Did you receive a determination from the Texas Economic Development and Tourism Office that this proposed project and at least one other project seeking a limitation agreement constitute a single unified project (SUP), as allowed in §313.024(d-2)? ..... ☐ Yes ☑ No

   6a. If yes, attach in **Tab 6** supporting documentation from the Office of the Governor.

SECTION 11: Investment

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

1. At the time of application, what is the estimated minimum qualified investment required for this school district? 30,000,000.00
2. What is the amount of appraised value limitation for which you are applying? 30,000,000.00

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

SECTION 12: Qualified Property

1. Attach a detailed description of the qualified property. [See §313.021(2)] (If qualified investment describes qualified property exactly, you may skip items a, b and c below.) The description must include:
   - 1a. a specific and detailed description of the qualified property for which you are requesting an appraised value limitation as defined by Tax Code §313.021 (**Tab 8**);
   - 1b. a description of any new buildings, proposed new improvements or personal property which you intend to include as part of your qualified property (**Tab 8**); and
   - 1c. a map of the qualified property showing location of new buildings or new improvements with vicinity map (**Tab 11**).
2. Is the land upon which the new buildings or new improvements will be built part of the qualified property described by §313.021(2)(A)? . . . . . ☐ Yes ☑ No
   - 2a. If yes, attach complete documentation including:
     - a. legal description of the land (**Tab 9**);
     - b. each existing appraisal parcel number of the land on which the new improvements will be constructed, regardless of whether or not all of the land described in the current parcel will become qualified property (**Tab 9**);
     - c. owner (**Tab 9**);
     - d. the current taxable value of the land. Attach estimate if land is part of larger parcel (**Tab 9**); and
     - e. a detailed map showing the location of the land with vicinity map (**Tab 11**).
3. Is the land on which you propose new construction or new improvements currently located in an area designated as a reinvestment zone under Tax Code Chapter 311 or 312 or as an enterprise zone under Government Code Chapter 2303? . . . . ☐ Yes ☑ No
   - 3a. If yes, attach the applicable supporting documentation:
     - a. evidence that the area qualifies as a enterprise zone as defined by the Governor's Office (**Tab 16**);
     - b. legal description of reinvestment zone (**Tab 16**);
     - c. order, resolution or ordinance establishing the reinvestment zone (**Tab 16**);
     - d. guidelines and criteria for creating the zone (**Tab 16**); and
     - e. a map of the reinvestment zone or enterprise zone boundaries with vicinity map (**Tab 11**)
   - 3b. If no, submit detailed description of proposed reinvestment zone or enterprise zone with a map indicating the boundaries of the zone on which you propose new construction or new improvements to the Comptroller's office within 30 days of the application date. What is the anticipated date on which you will submit final proof of a reinvestment zone or enterprise zone? . . . . . May 2020

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? 1

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 1,341.25

   b. 110% of the average weekly wage for manufacturing jobs in the county is 1,117.05

   c. 110% of the average weekly wage for manufacturing jobs in the region is 1,139.81

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? 58,087.00

10. What is the annual wage you are committing to pay for each of the new qualifying jobs you create on the qualified property? 58,100.00

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

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

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

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

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

SECTION 15: Economic Impact

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

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

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

TAB 3

Documentation of Combined Group membership under Texas Tax Code 171.0001(7), history of tax default, delinquencies and/or material litigation (if applicable)

See Attached

147227 P 880781

TX2019 05-166

Ver. 10.0 (Rev.9-16/7)

Texas Franchise Tax Affiliate Schedule

■ Tcode 13253 ANNUAL

■ Reporting entity taxpayer number	■ Report year	Reporting entity taxpayer name
32061995018	2019	LONGROAD ENERGY HOLDINGS, LLC

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

1. Legal name of affiliate	■ 2. Affiliate taxpayer number (if none, use FEI number)	■ 3. Affiliate NAICS code
LONGROAD ENERGY HOLDINGS, LLC	32061995018	221119

4. Check box if entity is disregarded for franchise tax	5. Check box if this affiliate does NOT have **NEXUS** in Texas	■ 6. Affiliate reporting begin date (m m d d y y)	■ 7. Affiliate reporting end date (m m d d y y)
■ ☐	■ ☐	0 1 0 1 1 8	1 2 3 1 1 8

■ 8. Gross receipts subject to throwback in other states (before eliminations)	■ 9. Gross receipts everywhere (before eliminations)
0.00	309073831.00

■ 10. Gross receipts in Texas (before eliminations)	■ 11. Cost of goods sold or compensation (before eliminations)
110858291.00	0.00

1. Legal name of affiliate	■ 2. Affiliate taxpayer number (if none, use FEI number)	■ 3. Affiliate NAICS code
BESTLA ENERGY PROJECT, LLC	32063399300	237130

4. Check box if entity is disregarded for franchise tax	5. Check box if this affiliate does NOT have **NEXUS** in Texas	■ 6. Affiliate reporting begin date (m m d d y y)	■ 7. Affiliate reporting end date (m m d d y y)
■ ☒	■ ☐	0 1 0 1 1 8	1 2 3 1 1 8

■ 8. Gross receipts subject to throwback in other states (before eliminations)	■ 9. Gross receipts everywhere (before eliminations)
0.00	0.00

■ 10. Gross receipts in Texas (before eliminations)	■ 11. Cost of goods sold or compensation (before eliminations)
0.00	0.00

1. Legal name of affiliate	■ 2. Affiliate taxpayer number (if none, use FEI number)	■ 3. Affiliate NAICS code
BORDEN WIND, LLC	32064045431	237130

4. Check box if entity is disregarded for franchise tax	5. Check box if this affiliate does NOT have **NEXUS** in Texas	■ 6. Affiliate reporting begin date (m m d d y y)	■ 7. Affiliate reporting end date (m m d d y y)
■ ☒	■ ☐	0 1 0 1 1 8	0 1 3 1 1 8

■ 8. Gross receipts subject to throwback in other states (before eliminations)	■ 9. Gross receipts everywhere (before eliminations)
0.00	0.00

■ 10. Gross receipts in Texas (before eliminations)	■ 11. Cost of goods sold or compensation (before eliminations)
0.00	0.00

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

Texas Comptroller Official Use Only

VE/DE	☐	FM	☐

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DRAFT

TAB 4

Detailed Description of the Project

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

Prospero Solar II, LLC (Prospero Solar II) is requesting an appraised value limitation from Andrews Independent School District (ISD) for the Prospero Solar II Project (the "Project"), a proposed solar powered electric generating facility in Andrews County. The proposed Andrews ISD Project (this application) will be constructed within a Reinvestment Zone that will be established by Andrews County. A map showing the location of the project is included in TAB 11.

The proposed Project is anticipated to have a capacity of approximately 250 MW located in Andrews ISD. The exact number and location of panels and inverters will vary depending upon ongoing siting analysis, manufacturer's availability, prices, and the megawatt generating capacity of the Project when completed. Current estimated plans are to install approximately 752,388 PV modules and 80 inverters with all improvements located in Andrews ISD. The Applicant requests a value limitation for all facilities and equipment installed for the Project, including; solar modules/panels, racking and mounting structures, inverters, combiner boxes, meteorological equipment, foundations, roadways, O&M building, paving, fencing, collection system, electrical substations, generation transmission tie line and associated towers, interconnection facilities and all eligible ancillary and necessary equipment.

Full construction of the Project is anticipated to begin in the 3rd Quarter of 2020 with completion by December 31, 2021.

**NOTE:* The map in TAB 11 shows the potential locations of improvements within Andrews ISD boundaries; however, the final number of panels and inverters and the location of each of these facilities is dependent upon ongoing negotiations with power purchasers and other factors.

TAB 5

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

The applicant's parent company, Longroad Development, LLC, is a national solar developer with the ability to locate projects of this type in other counties and states in the US with strong solar characteristics. The applicant is actively developing other projects throughout the US. The applicant requires this appraised value limitation in order to move forward with constructing this project in Texas. Specifically, without the available tax incentives, the economics of the project become unappealing to investors and the likelihood of constructing the project in Texas becomes unlikely.

Longroad is keen to develop and build the proposed Prospero Solar II Project as per this application, but since this Project is still in the early stages of development, further investment could be, if necessary, redeployed to other counties and states competing for similar solar projects. Longroad is active in states throughout the United States, where each project individually competes for a finite pool of capital investment. State and local tax incentives contribute to the lowering of the cost of power sold to our customers and making our investment more viable and marketable. Longroad has various projects in development throughout the country and are continually comparing investment opportunities, rate of return, and market viability of each project based upon project financial metrics. For example, Longroad currently has ongoing project developments in many states, including but not limited to, Alabama, Arizona, California, Nevada, North Carolina and Utah.

Due to the extremely competitive power market in Texas most if not all PPA's economic model assumptions are based on the Project securing this Chapter 313 appraised value limitation and other local tax incentives. The property tax liabilities of a project without tax incentives in Texas lowers the return to investors and financiers to an unacceptable level at today's contracted power rates under a PPA. A signed PPA in the Texas market is at a much lower rate than other states because of competitively low electricity prices. Both parties of the PPA have an escape clause if the terms of the PPA cannot be met. Without the tax incentives in Texas, a project with a PPA becomes non-financeable. Therefore, this appraised value limitation is critical to the ability of the proposed Project to move forward as currently sited.

TAB 6

Description of how project is located in more than one district, including list of percentage in each district and, if determined to be a single unified project, documentation from the Office of the Governor (if applicable)

1) Andrews County – 100%
2) Andrews ISD – 100%
3) Andrews Hospital District – 100%

TAB 7

Description of Qualified Investment

Prospero Solar II, LLC plans to construct a 250 MW solar farm in Andrews County.

This application covers all qualified property within Andrews ISD necessary for the commercial operations of the proposed solar farm described in Tab 4. Two hundred and fifty megawatts (250 MW) will be located in Andrews ISD. Panel placement is subject to change but for purposes of this application, the Project anticipates using approximately 752,388 PV modules or equivalent and 80 inverters.

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

Qualified Investment and qualified property includes; solar modules/panels, racking and mounting structures, inverters, combiner boxes, meteorological equipment, foundations, roadways, O&M building, paving, fencing, collection system, electrical substations, generation transmission tie line and associated towers, interconnection facilities, control systems necessary for commercial generation of electricity and all eligible ancillary and necessary equipment.

**NOTE:* The map in TAB 11 shows the potential locations of improvements within Andrews ISD boundaries; however, the final number of panels and inverters and the location of each of these facilities is dependent upon ongoing negotiations with power purchasers and other factors.

TAB 8

Description of Qualified Property

Prospero Solar II, LLC plans to construct a 250 MW solar farm in Andrews County.

This application covers all qualified property within Andrews ISD necessary for the commercial operations of the proposed solar farm described in Tab 4. Two hundred and fifty megawatts (250 MW) will be located in Andrews ISD. Panel placement is subject to change but for purposes of this application, the Project anticipates using approximately 752,388 PV modules or equivalent and 80 inverters.

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

Qualified Investment and qualified property includes; solar modules/panels, racking and mounting structures, inverters, combiner boxes, meteorological equipment, foundations, roadways, O&M building, paving, fencing, collection system, electrical substations, generation transmission tie line and associated towers, interconnection facilities, control systems necessary for commercial generation of electricity and all eligible ancillary and necessary equipment.

**NOTE:* The map in TAB 11 shows the potential locations of improvements within Andrews ISD boundaries; however, the final number of panels and inverters and the location of each of these facilities is dependent upon ongoing negotiations with power purchasers and other factors.

TAB 9

Description of Land

Not Applicable

TAB 10

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

Not Applicable

TAB 11

Maps that clearly show:

a) *Project vicinity*
b) *Qualified investment including location of new building or new improvements*
c) *Qualified property including location of new building or new improvements*
d) *Existing property*
e) *Land location within vicinity map*
f) *Reinvestment or Enterprise Zone within vicinity map, showing the actual or proposed boundaries and size*

Prospero II Solar
Andrews CO, Texas

Vicinity Map

County Boundary
Reinvestment Zone
School Disricts
Project Boundary

Date - 11/8/2019
Creator - tom.mulcahy

Miles 0 3 6

longroad ENERGY

Prospero II Solar
Andrews CO, Texas

Qualified Property &
Qualified Investment Map

- Solar Project Layout
- Substation
- O&M Building
- School Districts
- Transmission Line Right of Way
- Project Boundary & Reinvestment Zone Boundary

Date - 11/8/2019
Creator - tom.mulcahy

Miles 0 0.75

longroad ENERGY

TAB 12

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

See Attached

CUMMINGS WESTLAKE

PROPERTY TAX ADVISORS

January 14, 2020

Dr. Bobby Azam, Superintendent
Andrews Independent School District
405 NW 3rd St.
Andrews, TX 79714

Re: Chapter 313 Job Waiver Request

Dear Dr. Azam,

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

Prospero Solar II, LLC requests that the Andrews ISD makes such a finding and waive the job creation requirement for 10 permanent jobs. In line with industry standards for job requirements, Prospero Solar II, LLC has committed to create one qualified job in Andrews ISD.

Solar projects create a large number of full and part-time, but temporary, jobs during the construction phase of the project, but require a relatively small number of highly skilled technicians to operate and maintain the project after commercial operation commences. The number of jobs committed to in this application is in line with the industry standards for a solar project this size. This is evidenced by previously certified limitation agreement applications by solar developers who also requested a waiver of the job requirements. In addition, there are educational materials and other documentation that also suggest that Prospero Solar II, LLC has the appropriate number of jobs for this project at one permanent job per 250MW of installed capacity.

12837 Louetta Road, Suite 201 | Cypress, Texas 77429-5611
P: 713.266.4456 W: cwlp.net

The permanent employees of a solar project maintain and service PV panels, and inverters, underground electrical connections, substations and other infrastructure associated with the safe and reliable operation of the project. In addition to the onsite employees, there may be managers or technicians who support the project from offsite locations.

Sincerely,

Branon Westlake
Senior Tax Consultant

TAB 13

Calculation of three possible wage requirements with TWC documentation

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

ANSON SOLAR CENTER, LLC
TAB 13 TO CHAPTER 313 APPLICATION

ANDREWS COUNTY
CHAPTER 313 WAGE CALCULATION - ALL JOBS - ALL INDUSTRIES

QUARTER	YEAR	AVG WEEKLY WAGES*	ANNUALIZED
FIRST	2019	$ 1,316	$ 68,432
SECOND	2019	$ 1,332	$ 69,264
THIRD	2018	$ 1,289	$ 67,028
FOURTH	2018	$ 1,428	$ 74,256
	AVERAGE	$ 1,341.25	$ 69,745

ANDREWS COUNTY
CHAPTER 313 WAGE CALCULATION - MANUFACTURING JOBS

QUARTER	YEAR	AVG WEEKLY WAGES*	ANNUALIZED
FIRST	2019	$ 1,055	$ 54,860
SECOND	2019	$ 985	$ 51,220
THIRD	2018	$ 971	$ 50,492
FOURTH	2018	$ 1,051	$ 54,652
	AVERAGE	$ 1,016	$ 52,806
	X	110%	110%
		$ 1,117.05	$ 58,087

CHAPTER 313 WAGE CALCULATION - REGIONAL WAGE RATE

	YEAR	AVG WEEKLY WAGES*	ANNUALIZED
Permian Basin	2018	$ 1,036	$ 53,882
	X	110%	110%
		$ 1,139.81	$ 59,270

**** SEE ATTACHED TWC DOCUMENTATION***

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	Andrews	Total All	10	Total, All Industries	1,261
2018	02	Andrews	Total All	10	Total, All Industries	1,273
2018	03	Andrews	Total All	10	Total, All Industries	1,289
2018	04	Andrews	Total All	10	Total, All Industries	1,428
2019	01	Andrews	Total All	10	Total, All Industries	1,316
2019	02	Andrews	Total All	10	Total, All Industries	1,332

Showing 6 items

TEXAS WORKFORCE COMMISSION
LABOR MARKET AND CAREER INFORMATION

Follow the Texas Workforce Commission
Enter your email address Submit

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	Andrews	Private	31-33	Manufacturing	992
2018	02	Andrews	Private	31-33	Manufacturing	1,060
2018	03	Andrews	Private	31-33	Manufacturing	971
2018	04	Andrews	Private	31-33	Manufacturing	1,051
2019	01	Andrews	Private	31-33	Manufacturing	1,055
2019	02	Andrews	Private	31-33	Manufacturing	985

Showing 6 items

TEXAS WORKFORCE COMMISSION
LABOR MARKET AND CAREER INFORMATION

Follow the Texas Workforce Commission

Enter your email address Submit

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

COG	COG Number	Wages Hourly	Wages 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 14

Schedules A1, A2, B, C and D completed and signed Economic Impact (if applicable)

See attached Schedules A1, A2, B, C and D

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

Date 1/8/2020
Applicant Name Prospero Solar II, LLC
ISD Name Andrews ISD

Form 50-296A
Revised May 2014

PROPERTY INVESTMENT AMOUNTS								
(Estimated Investment in each year. Do not put cumulative totals.)								
				Column A	Column B	Column C	Column D	Column E
	Year	School Year (YYYY-YYYY)	Tax Year (Fill in actual tax year below) YYYY	New investment (original cost) in **tangible personal property** placed in service during this year that will become Qualified Property	New investment made during this year in **buildings or permanent nonremovable components of buildings** that will become Qualified Property	Other new investment made during this year that will not become Qualified Property [SEE NOTE]	Other new investment made during this year that may become Qualified Property [SEE NOTE]	**Total Investment** (Sum of Columns A+B+C+D)
Investment made before filing complete application with district	--	Year preceding the first complete tax year of the qualifying time period (assuming no deferrals of qualifying time period)	2020	Not e gible to become Qual f ed Property			[The only other investment made before filing complete application with district that may become Qualified Property is land.]	0
Investment made after filing complete application with district, but before final board approval of application				0	0	0	0	0
Investment made after final board approval of application and before Jan. 1 of first complete tax year of qualifying time period				53,125,000	0	0	0	53,125,000
Complete tax years of qualifying time period	QTP1	2021-2022	2021	158,675,000	700,000	0	0	159,375,000
	QTP2	2022-2023	2022	0	0	0	0	0
Total Investment through Qualifying Time Period [ENTER this row in Schedule A2]				211,800,000	700,000	0	0	212,500,000
				Enter amounts from TOTAL row above in Schedule A2				
Total Qualified Investment (sum of green cells)				159,375,000				

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

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

Date 1/8/2020
Applicant Name Prospero Solar II, LLC
ISD Name Andrews ISD

Form 50-296A
Revised May 2014

PROPERTY INVESTMENT AMOUNTS								
(Estimated Investment in each year. Do not put cumulative totals.)								
				Column A	Column B	Column C	Column D	Column E
	Year	School Year (YYYY-YYYY)	Tax Year (Fill in actual tax year below) YYYY	New investment (original cost) in **tangible personal property** placed in service during this year that will become Qualified Property	New investment made during this year in **buildings or permanent nonremovable components of buildings** that will become Qualified Property	Other investment made during this year that will not become Qualified Property [SEE NOTE]	Other investment made during this year that will become Qualified Property {SEE NOTE}	**Total Investment** (A+B+C+D)
Total Investment from Schedule A1*	--	**TOTALS FROM SCHEDULE A1**		**Enter amounts from TOTAL row in Schedule A1 in the row below**				
				211,800,000	700,000	0	0	212,500,000
Each year prior to start of value limitation period** *Insert as many rows as necessary*	0	2021-2022	2021	0	0	0	0	0
Value limitation period***	1	2022-2023	2022	0	0	0	0	0
	2	2023-2024	2023	0	0	0	0	0
	3	2024-2025	2024	0	0	0	0	0
	4	2025-2026	2025	0	0	0	0	0
	5	2026-2027	2026	0	0	0	0	0
	6	2027-2028	2027	0	0	0	0	0
	7	2028-2029	2028	0	0	0	0	0
	8	2029-2030	2029	0	0	0	0	0
	9	2030-2031	2030	0	0	0	0	0
	10	2031-2032	2031	0	0	0	0	0
Total Investment made through limitation				211,800,000	700,000	0	0	212,500,000
Continue to maintain viable presence	11	2032-2033	2032			0		0
	12	2033-2034	2033			0		0
	13	2034-2035	2034			0		0
	14	2035-2036	2035			0		0
	15	2036-2037	2036			0		0
Additional years for 25 year economic impact as required by 313.026(c)(1)	16	2037-2038	2037			0		0
	17	2038-2039	2038			0		0
	18	2039-2040	2039			0		0
	19	2040-2041	2040			0		0
	20	2041-2042	2041			0		0
	21	2042-2043	2042			0		0
	22	2043-2044	2043			0		0
	23	2044-2045	2044			0		0
	24	2045-2046	2045			0		0
	25	2046-2047	2046			0		0

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

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

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

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

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

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

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

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

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

Date 1/8/2020

Applicant Name Prospero Solar II, LLC

ISD Name Andrews ISD

Form 50-296A

Revised May 2014

				Qualified Property			Estimated Taxable Value		
	Year	School Year (YYYY-YYYY)	Tax Year (Fill in actual tax year) YYYY	Estimated Market Value of Land	Estimated Total Market Value of new buildings or other new improvements	Estimated Total Market Value of tangible personal property in the new buildings or "in or on the new improvements"	Market Value less any exemptions (such as pollution control) and before limitation	Final taxable value for I&S after all reductions	Final taxable value for M&O after all reductions
Each year prior to start of Value Limitation Period *Insert as many rows as necessary*	0	2021-2022	2021	0	0	4,781,250	4,781,250	4,781,250	4,781,250
Value Limitation Period	1	2022-2023	2022	0	679,000	136,399,200	137,078,200	137,078,200	30,000,000
	2	2023-2024	2023	0	662,000	124,538,400	125,200,400	125,200,400	30,000,000
	3	2024-2025	2024	0	645,500	112,677,600	113,323,100	113,323,100	30,000,000
	4	2025-2026	2025	0	629,400	99,334,200	99,963,600	99,963,600	30,000,000
	5	2026-2027	2026	0	613,700	85,990,800	86,604,500	86,604,500	30,000,000
	6	2027-2028	2027	0	598,400	72,647,400	73,245,800	73,245,800	30,000,000
	7	2028-2029	2028	0	583,400	57,821,400	58,404,800	58,404,800	30,000,000
	8	2029-2030	2029	0	568,800	44,478,000	45,046,800	45,046,800	30,000,000
	9	2030-2031	2030	0	554,600	35,582,400	36,137,000	36,137,000	30,000,000
	10	2031-2032	2031	0	540,700	31,134,600	31,675,300	31,675,300	30,000,000
Continue to maintain viable presence	11	2032-2033	2032	0	527,200	31,134,600	31,661,800	31,661,800	31,661,800
	12	2033-2034	2033	0	514,000	31,134,600	31,648,600	31,648,600	31,648,600
	13	2034-2035	2034	0	501,200	31,134,600	31,635,800	31,635,800	31,635,800
	14	2035-2036	2035	0	488,700	31,134,600	31,623,300	31,623,300	31,623,300
	15	2036-2037	2036	0	476,500	31,134,600	31,611,100	31,611,100	31,611,100
Additional years for 25 year economic impact as required by 313.026(c)(1)	16	2037-2038	2037	0	464,600	31,134,600	31,599,200	31,599,200	31,599,200
	17	2038-2039	2038	0	453,000	31,134,600	31,587,600	31,587,600	31,587,600
	18	2039-2040	2039	0	441,700	31,134,600	31,576,300	31,576,300	31,576,300
	19	2040-2041	2040	0	430,700	31,134,600	31,565,300	31,565,300	31,565,300
	20	2041-2042	2041	0	419,900	31,134,600	31,554,500	31,554,500	31,554,500
	21	2042-2043	2042	0	409,400	31,134,600	31,544,000	31,544,000	31,544,000
	22	2043-2044	2043	0	399,200	31,134,600	31,533,800	31,533,800	31,533,800
	23	2044-2045	2044	0	389,200	31,134,600	31,523,800	31,523,800	31,523,800
	24	2045-2046	2045	0	379,500	31,134,600	31,514,100	31,514,100	31,514,100
	25	2046-2047	2046	0	370,000	31,134,600	31,504,600	31,504,600	31,504,600

Notes: Market value in future years is good faith estimate of future taxable value for the purposes of property taxation.
Only include market value for eligible property on this schedule.

Schedule C: Employment Information

Date 1/8/2020
Applicant Name Prospero Solar II, LLC
ISD Name Andrews ISD

Form 50-296A
Revised May 2014

				Construction		Non-Qualifying Jobs	Qualifying Jobs	
				Column A	**Column B**	**Column C**	**Column D**	**Column E**
	Year	**School Year** (YYYY-YYYY)	**Tax Year** (Actual tax year) YYYY	Number of Construction FTE's or man-hours (specify)	**Average** annual wage rates for construction workers	Number of non-qualifying jobs applicant estimates it will create (cumulative)	Number of new qualifying jobs applicant commits to create meeting all criteria of Sec. 313.021(3) (cumulative)	**Average** annual wage of new qualifying jobs
Each year prior to start of Value Limitation Period *Insert as many rows as necessary*	0	2020-2021	2020	50 FTE	50,000	0	0	0
	0	2021-2022	2021	150 FTE	50,000	0	0	0
Value Limitation Period *The qualifying time period could overlap the value limitation period.*	1	2022-2023	2022	N/A	N/A	0	1	58,100
	2	2023-2024	2023	N/A	N/A	0	1	58,100
	3	2024-2025	2024	N/A	N/A	0	1	58,100
	4	2025-2026	2025	N/A	N/A	0	1	58,100
	5	2026-2027	2026	N/A	N/A	0	1	58,100
	6	2027-2028	2027	N/A	N/A	0	1	58,100
	7	2028-2029	2028	N/A	N/A	0	1	58,100
	8	2029-2030	2029	N/A	N/A	0	1	58,100
	9	2030-2031	2030	N/A	N/A	0	1	58,100
	10	2031-2032	2031	N/A	N/A	0	1	58,100
Years Following Value Limitation Period	11 through 25	2032-2047	2032-2046	N/A	N/A	0	1	58,100

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

C1. Are the cumulative number of qualifying jobs listed in Column D less than the number of qualifying jobs required by statute? (25 qualifying jobs in Subchapter B districts, 10 qualifying jobs in Subchapter C districts) [X] Yes [ ] No

If yes, answer the following two questions:

C1a. Will the applicant request a job waiver, as provided under 313.025(f-1)? [X] Yes [ ] No

C1b. Will the applicant avail itself of the provision in 313.021(3)(F)? [ ] Yes [X] No

Schedule D: Other Incentives (Estimated)

Date 1/8/2020
Applicant Name Prospero Solar II, LLC
ISD Name Andrews ISD

Form 50-296A
Revised May 2014

State and Local Incentives for which the Applicant intends to apply (Estimated)						
Incentive Description	**Taxing Entity (as applicable)**	**Beginning Year of Benefit**	**Duration of Benefit**	**Annual Tax Levy without Incentive**	**Annual Incentive**	**Annual Net Tax Levy**
Tax Code Chapter 311	County:	N/A	N/A	N/A	N/A	N/A
	City:	N/A	N/A	N/A	N/A	N/A
	Other:	N/A	N/A	N/A	N/A	N/A
Tax Code Chapter 312	County: Andrews County	2022	10 Years	Annual Avg. of $411,300	80%	Annual Avg. of $82,200
	City:	N/A	N/A	N/A	N/A	N/A
	County: Andrews County Hospital	2022	10 Years	Annual Avg. of $378,500	80%	Annual Avg. of $75,700
Local Government Code Chapters 380/381	County:	N/A	N/A	N/A	N/A	N/A
	City:	N/A	N/A	N/A	N/A	N/A
	Other:	N/A	N/A	N/A	N/A	N/A
Freeport Exemptions	N/A	N/A	N/A	N/A	N/A	N/A
Non-Annexation Agreements	N/A	N/A	N/A	N/A	N/A	N/A
Enterprise Zone/Project	N/A	N/A	N/A	N/A	N/A	N/A
Economic Development Corporation	N/A	N/A	N/A		N/A	
Texas Enterprise Fund	N/A	N/A	N/A		N/A	
Employee Recruitment	N/A	N/A	N/A		N/A	
Skills Development Fund	N/A	N/A	N/A		N/A	
Training Facility Space and Equipment	N/A	N/A	N/A		N/A	
Infrastructure Incentives	N/A	N/A	N/A		N/A	
Permitting Assistance	N/A	N/A	N/A		N/A	
Other:	N/A	N/A	N/A		N/A	
Other:	N/A	N/A	N/A		N/A	
Other:	N/A	N/A	N/A		N/A	
Other:	N/A	N/A	N/A		N/A	
			TOTAL	789,800		157,900

Additional information on incentives for this project:

TAB 15

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

None

TAB 16

Description of Reinvestment Zone or Enterprise Zone, including:

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

Will be submitted once Andrews County establishes the Reinvestment Zone

GUIDELINES AND CRITERIA GOVERNING TAX ABATEMENT I
ANDREWS, TEXAS

SECTION I. General Purpose:

The City of Andrews, Andrews County and Andrews County Hospital District (hereinafter referred to as the Affected Jurisdictions) located within the County of Andrews, Texas, are committed to the promotion of business development and to an ongoing improvement in the quality of life for their citizens. The Affected Jurisdictions recognize that these objectives are generally served by enhancement and expansion of the local economy. The Affected Jurisdictions will, on a case by case basis, give consideration to providing tax abatement, as authorized by V.T.C.A., Tax Code, Chapter 312, as stimulation for economic development within the Affected Jurisdictions. It is the policy of the Affected Jurisdictions that said consideration will be provided in accordance with the guidelines and criteria herein set forth and in conformity with the Tax Code.

Nothing contained herein shall imply, suggest or be understood to mean that the Affected Jurisdictions are under any obligation to provide tax abatement to any applicant and attention is called to V.T.C.A., Tax Code, Section 312.002(d). With the above rights reserved all applications for tax abatement will be considered on a case by case basis.

SECTION II. Definitions:

As used within these guidelines and criteria, the following words or phrases shall have the following meaning:

1. **Abatement of Taxes**: To exempt from ad valorem taxation all or part of the value of certain Improvements placed on land located in a Reinvestment Zone designated for economic development purposes as of the date of execution of the Tax Abatement Agreement for a period of time not to exceed ten (10) years.

2. **Affected Jurisdiction**: The City of Andrews, County of Andrews, and the Andrews County Hospital District or any other governmental taxing unit located totally within or partially within the County of Andrews that has adopted these guidelines and criteria.

3. **Abatement Agreement**: (1) A contract between a property owner and an Affected Jurisdiction for the abatement of taxes on qualified Real Property located within the Reinvestment Zone, or tangible Personal Property, or both, as authorized by V.T.C.A., Tax Code, Section 312.204.

4. **Base Year Value**: The assessed value of property eligible for tax abatement as of January 1 preceding the execution of an Abatement Agreement as herein defined.

5. **Distribution Center Facility**: A building or structure including Tangible Personal Property used or to be used primarily to receive, store, service or distribute goods or materials.

6. **Expansion of Existing Facilities or Structures**: The addition of buildings, structures, machinery or equipment to a Facility after the date of execution of an Abatement Agreement.

7. **Existing Facility or Structure**: A facility as of the date of execution of the Tax Abatement Agreement, located in or on Real Property eligible for tax abatement.

8. **Facility**: The improvements made to Real Property eligible for tax abatement and including the building or structure erected on such Real Property and/or any Tangible Personal Property to be located in or on such property.

9. **Improvements to Real Property or Improvements**: The construction, addition to, structural upgrading of, replacement of, or completion of any facility located upon, or to be located upon, Real Property, as herein defined, or any Tangible Personal Property placed in or on said Real Property.

10. **Manufacturing Facility**: A Facility which is or will be used for the primary purpose of the production of goods or materials or the processing or change of goods or materials to a finished product.

11. **Modernization/Renovation of Existing Facilities**: The replacement or upgrading of existing facilities.

12. **New Facility**: The construction of a Facility on previously undeveloped real property eligible for tax abatement.

13. **New Permanent Job**: A new employment position created by a business that has provided employment to an employee of at least 1,820 hours annually and intended to be an employment position that exists during the life of the abatement.

14. **Other Basic Industry**: A Facility other than a distribution center facility, a regional service facility or a manufacturing facility which produces goods or services or which creates new or expanded job opportunities and services a market of which 50% of revenues come from outside of Andrews County, Texas.

15. **Owner**: The record title owner of Real Property or the legal owner of Tangible Personal Property. In the case of land leased from an Affected Jurisdiction, the lessee shall be deemed the owner of such leased property together with all improvements and Tangible Personal Property located thereon.

16. **Productive Life**: The number of years a Facility is expected to be in service.

17. **Real Property**: Land on which Improvements are to be made or fixtures placed.

18. **Regional Services Facility**: A Facility, the primary purpose of which is to service or repair goods or materials and which creates job opportunities within the Affected Jurisdictions.

19. **Reinvestment Zone**: Real Property designated as a Reinvestment Zone under the provisions of V.T.C.A., Tax Code, Section 312.

20. **Tangible Personal Property**: Any Personal Property, not otherwise defined herein and which is necessary for the proper operation of any type of Facility.
21. **Renewable Energy Facility**: a Facility that produces energy derived from renewable energy technologies, as defined in PUC Substantive Rule 25.5,specifically including a wind energy facility and a solar energy facility.

SECTION III. Intent of Criteria and Guidelines:

The Intent of the criteria and guidelines, as herein set forth, is to establish the minimum standards which an applicant for tax abatement must meet in order to be considered for such status by the Affected Jurisdictions.

SECTION IV. Criteria and Guidelines for Tax Abatement:

Any type of Facility will be eligible for tax abatement consideration provided such Facility meets the following guidelines and criteria:

1. To qualify for Tax Abatement, the company must meet **two or more of the following criteria**:

   a) The modernization or expansion of an existing facility of any type as herein defined **or** construction of a new facility of any type as herein defined.

   b) Producer, manufacturer or distributor of goods and services of which 50 percent or more are distributed outside of Andrews County.

   c) The new business investment must clearly add to the Andrews economic base, not solely or primarily have the effect of transferring employment from one part of the local economy to another.

2. In addition to the aforementioned, the taxing jurisdiction will consider abatement only if the company meets **one of the following criteria**:

   a) One of the following target industries:

      i) Plastic Injection Molding
      ii) Food Processing
      iii) Back Office Operations
      iv) Retiree Services
      v) Oil & Gas Field Services
      vi.) Supply, distribution or logistics facilities
      vii.) Renewable energy facilities

or

   b) The project is not included as a target industry, but has the potential of generating additional significant economic development opportunities to Andrews.

3. A company meeting the criteria and guidelines for tax abatement, as set forth herein, shall be eligible for tax abatement as follows:

	Min. Investment	OR	# Jobs
► up to 3 yrs. @ 100%	$50-100,000		5-10
► up to 5 yrs. @ 100%	$100-250,000		11-25
► up to 10 yrs. @ 100%	$250K - $1 MIL		26-100+
Over $1MIL. Or 100 jobs = individually negotiated			

Under this formula, tax abatement may be less than 100% (declining scale) after the initial year.

4. New or existing facilities, of any type herein defined, located in a Reinvestment Zone or upon Real Property eligible for such status will be eligible for consideration for tax abatement status provided that all other criteria and guidelines are satisfied.

5. Improvements to Real Property are eligible for tax abatement status.

6. The following types of Property shall be **ineligible** for tax abatement status and shall be fully taxed.

   a) Real Property;
   b) hotel/motel accommodations
   c) tools;
   d) furnishings and other forms of movable personal property;
   e) vehicles;
   f) aircraft;
   g) housing;
   h) boats;
   i) retail businesses;
   j) property owned by the State of Texas or any State agency; and,
   k) property owned or leased by a member of the affected Jurisdiction.

7. To qualify for tax abatement, one of the following conditions must apply:

   a) The Real Property and eligible improvements and Tangible Personal Property must be owned by the same person, corporation, partnership or other business entity; or,

   b) In the case of Real Property leased from an Affected Jurisdiction, all improvements placed thereon together with all Tangible Personal Property used in conjunction with said improvements must be owned by the same person, corporation, partnership or other business entity and said owner must have a leased commitment for the full term of the abatement.

8. In Reinvestment Zones, the amount and term of abatement shall be determined on a case by case basis, however, in no event shall taxes be abated for a term in excess of ten (10) years. The amount of the taxable value of Improvements to be abated and the term of the abatement shall be determined by the City of Andrews in all cases where the

property for which tax abatement is applied for is within the City limits or extraterritorial jurisdiction of the City or by the County of Andrews in all cases where the property for which tax abatement is applied for is outside of these limits of the City of Andrews, but within the County of Andrews.

9. No property shall be eligible for tax abatement unless such property is located in a Reinvestment Zone in accordance with V.T.C.A., Tax Code, Section 312.

10. Notwithstanding any of the requirements set forth in Section IV Subsection 3. the governing body of an Affected Jurisdiction upon the affirmative vote of a three-fourths (3/4) of its members may vary any of the above requirements when variation is demonstrated by the applicant for Tax Abatement that variation is in the best interest of the Affected Jurisdiction to do so and will enhance the economic development of the Affected Jurisdiction. By way of example only and not by limitation, the governing body of an Affected Jurisdiction may consider the following or similar terms in determining whether a variance shall be granted:

    a) That the increase in productivity of the Facility will be substantial and hence directly benefit the economy.

    b) That the increase of goods or services produced by the Facility will be substantial and directly benefit the economy.

    c) That the employment maintained at the Facility will be increased.

    d) That the waiver of the requirement will contribute and provide for the retention of existing jobs within the Affected Jurisdiction.

    e) That the applicant for tax abatement has demonstrated that if tax abatement is granted to his Facility even though his Facility will not employ additional personnel THAT nevertheless due to the existence of said Facility new jobs will be created as a direct result of his Facility in other facilities located within the Affected Jurisdiction.

    f) Any other evidence tending to show a direct economic benefit to the Affected Jurisdiction.

11. Taxability:

    a) The portion of the value of Improvements to be abated shall be abated in accordance with the terms and provisions of a Tax Abatement Agreement executed between the Affected Jurisdiction and the owner of the Real Property and/or Tangible Personal Property, which agreement shall be in accord with the provisions of V.T.C.A., Tax Code, Section 312.205. The property eligible for abatement may be personal, real or mixed property. When an investment improves existing property, the portion of the value of property eligible for abatement is:

        1. For real property, the value of real property which has increased in market value because of the development, re-development or improvements specified in the abatement contract.

2. For personal property, the market value of the personal property at the location, other than inventory or supplies, purchased with new capital identified in the Tax Abatement Agreement contract. Personal property located at the site before the period covered by the agreement is not eligible for tax abatement.

b) All ineligible property, if otherwise taxable as herein described, shall be fully taxed.

12. The governing body of each Affected Jurisdiction shall have total discretion as to whether tax abatement is to be granted. Such discretion, as herein retained, shall be exercised on a case by case basis. The adoption of these guidelines and criteria by the governing body of an Affected Jurisdiction does not:

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

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

    c) 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.

13. The burden to demonstrate that an application for tax abatement should be granted shall be upon the applicant. Each Affected Jurisdiction to which the application has been directed shall have full authority to request any additional information from the applicant that the governing body of such Affected Jurisdiction deems necessary to assist it in considering such application.

SECTION V. <u>Tax Abatement Agreement:</u>

1. After the creation of a Reinvestment Zone, a Tax Abatement Agreement may be executed between the owner and any Affected Jurisdiction. A Tax Abatement Agreement shall:

    a) Establish and set forth the Base Year assessed value of the property for which tax abatement is sought.

    b) Provide that the taxes paid on the base year assessed value shall not be abated as a result of the execution of said Tax Abatement Agreement.

    c) Provide that ineligible property as subscribed in Section IV, Subsection 6, hereinabove shall be fully taxed.

    d) Provide for the exemption of Improvements in each year covered by the agreement only to the extent the value of such Improvements for each such year exceeds the value for the year in which the agreement is executed.

    e) Fully describe and list the kind, number and location of all of the improvements to be made in or on the Real Property.

f) Set forth the estimated value of all improvements to be made in or on the Real Property.

g) Clearly provide that tax abatement shall be granted only to the extent:

   1. the Improvements to Real Property increase the value of the Real Property for the year in which the Tax Abatement Agreement is executed; and,

   2. that the Tangible Personal Property improvements to Real Property were not located on the Real Property prior to the execution of the Tax Abatement Agreement.

h) Provide for the portion of the value of the improvements to Real Property of improvements to be abated.

i) Provide for the commencement date and the termination date. In no event shall said dates exceed a period of ten (10) years.

j) Describe the type and proposed use of the improvements to Real Property or improvements including:

   1. The type of facility.

   2. Whether the improvements are for a new facility, modernization of a facility, or expansion of a facility.

   3. The nature of the construction, proposed time table of completion, a map or drawings of the improvements above mentioned.

   4. The amount of investment and the commitment for the creation of new jobs.

   5. A list containing the kind, number and location of all proposed Improvements.

   6. Any other information required by the Affected Jurisdiction.

k) Provide a legal description of the Real Property upon which improvements are to be made.

l) Provide access to and authorize inspection of the Real Property or improvements by employees of the Affected Jurisdiction, who have executed a Tax Abatement Agreement with owner to insure improvements are made according to the specifications and conditions of the Tax Abatement Agreement.

m) Provide for the limitation of the uses of the Real Property or improvements consistent with the general purpose of encouraging development or redevelopment of the zone during the period covered by the Tax Abatement Agreement.

n) Provide for contractual obligations in the event of default by owner or violation of the terms or conditions by owner which allows for the recapturing of property tax revenue in the event owner defaults or otherwise fails to make improvements as provided in

said Tax Abatement Agreement, and any other provision as may be required or authorized by State Law.

o) Contain each term agreed to by the owner of the property.

p) Require the owner of the property to certify annually to the governing body of each taxing unit that the owner is in compliance with each applicable term of the agreement.

q) Provide that the governing body of the City of Andrews may cancel or modify the agreement if the property owner fails to comply with the agreement.

2. Not later than the seventh day before the City of Andrews or the County of Andrews (as required by V.T.C.A., Tax Code, Section 312.2041 or Section 312.402) enters into an agreement for tax abatement under V.T.C.A., Tax Code, Section 312.204, the governing body of the City of Andrews or a designated officer or employee thereof or the governing body of the County of Andrews or a designated officer or employee thereof shall deliver to the presiding officer of the governing body of each of the taxing units in which the property to be subject to the agreement is located, a written notice that the City of Andrews or the County of Andrews as the case may be, intends to enter into the agreement. The notice must include a copy of the proposed Tax Abatement Agreement.

3. A notice, as above described in Subparagraph 2, is presumed delivered when placed in the mail, postage paid and properly addressed to the appropriate presiding officer. A notice properly addressed and sent by registered or certified mail for which a return receipt is received by the sender is considered to have been delivered to the addressee.

4. Failure to deliver the notice does not affect the validity of the agreement.

SECTION VI. <u>Application</u>:

1. Any present owner of taxable property located within an Affected Jurisdiction may apply for tax abatement by filing an application with the County Judge County of Andrews, when the Real Property or Tangible Personal Property for which abatement is sought is located within the County of Andrews but outside of the City limits or extraterritorial jurisdiction of the City of Andrews or with the City Manager when the Real Property or Tangible Personal Property for which abatement is sought is located within the City limits of the City of Andrews.

2) Information that is provided to an Affected Jurisdiction in connection with an application or request for tax abatement and which describes the specific processes or business activity to be conducted or the equipment or other property to be located on the property for which tax abatement is sought is confidential and not subject to public disclosure until the Tax Abatement Agreement is executed. Information in the custody of an Affected Jurisdiction after the agreement is executed is not confidential (V.T.C.A., Tax Code, Section 312.003).

3) The Affected Jurisdiction to whom the application for tax abatement has been directed shall determine if the property described in said application is within a designated Reinvestment Zone. If the Affected Jurisdiction determines that the property described

is not within a current Reinvestment Zone then they shall so notify the applicant and said application shall then be considered both as an application for the creation of a Reinvestment Zone and a request for tax abatement to be effective after the zone is created.

SECTION VII. Recapture:

1. In the event that any type of facility is completed and begins producing goods or services, but subsequently discontinues producing goods or services for any reason, excepting fire, explosion or other casualty or accident or natural disaster or other event beyond the reasonable control of applicant or owner for a period of 180 days during the term of a Tax Abatement Agreement, then in such event the Tax Abatement Agreement shall terminate and all abatement of taxes shall likewise terminate. Taxes abated during the calendar year in which termination takes place shall be payable to each Affected Jurisdiction by no later than January 31st of the following year. Taxes abated in years prior to the year of termination shall be payable to each Affected Jurisdiction within ninety (90) days of the date of termination. The burden shall be upon the applicant or owner to prove to the satisfaction of the Affected Jurisdiction to who the application for tax abatement was directed that the discontinuance of producing goods or services was as a result of fire, explosion, or other casualty or accident of natural disaster or other event beyond the control of applicant or owner. In the event that applicant or owner meets this burden and the Affected Jurisdiction is satisfied that the discontinuance of the production of goods or services was the result of events beyond the control of the applicant or owner, then such applicant or owner shall have a period of one (1) year in which to resume the production of goods and services. In the event that the applicant or owner fails to resume the production of goods or services within one (1) year, then the Tax Abatement Agreement shall terminate and the Abatement of all taxes shall likewise terminate. Taxes abated during the calendar year in which termination takes place shall be payable to each Affected Jurisdiction by no later than January 31st of the following year. Taxes abated in years prior to the year of termination shall be payable to each Affected Jurisdiction within ninety (90) days of the date of termination. The one year time period, hereinabove mentioned, shall commence upon written notification from the Affected Jurisdiction to the applicant or owner.

2. In the event that the applicant or owner has entered into a Tax Abatement Agreement to make improvements to a facility of any type described in Section 1 above, but fails to undertake or complete such improvements, then in such event the Affected Jurisdiction to whom the application for tax abatement was directed shall give the applicant or owner ninety (90) days notice of such failure. The applicant or owner shall demonstrate to the satisfaction of the Affected Jurisdiction, above mentioned, that the applicant or owner has commenced to cure such failure within the ninety (90) days above mentioned. In the event that the applicant or owner fails to demonstrate that he is taking affirmative action to cure his failure, then in such event the Tax Abatement Agreement shall terminate and all abatement of taxes shall likewise terminate. Taxes abated during the calendar year in which termination takes place shall be payable to each Affected Jurisdiction by no later than January 31st of the following year. Taxes abated in years prior to the year of termination shall be payable to each Affected Jurisdiction within ninety (90) days of the date of termination.

3. In the event that the Affected Jurisdiction to whom application for tax abatement was directed determines that the applicant or owner is in default of any of the terms or conditions contained in the Tax Abatement Agreement, then in such event the Affected Jurisdiction, shall give the applicant or owner ninety (90) days written notice to cure such default. In the event such default is not cured to the satisfaction of the Affected Jurisdiction within the ninety (90) days notice period, then the Tax Abatement Agreement shall terminate and all abatement of taxes shall likewise terminate. Taxes abated during the calendar year in which termination takes place shall be payable to each Affected Jurisdiction by no later than January 31st of the following year. Taxes abated in years prior to the year of termination shall be payable to each Affected Jurisdiction within ninety (90) days of the date of termination.

4. In the event that the applicant or owner allows ad valorem taxes on property ineligible for tax abatement owed to any Affected Jurisdiction to become delinquent and fails to timely and properly follow the legal procedures for their protest or contest, then in such event the Tax Abatement Agreement shall terminate and all abatement of taxes shall likewise terminate. Taxes abated during the calendar year in which termination, under this subparagraph, takes place shall be payable to each Affected Jurisdiction by no later than January 31st of the following year. Taxes abated in years prior to the year of termination shall be payable to each Affected Jurisdiction within ninety (90) days of the date of termination.

5. In the event that the applicant or owner, who has executed a Tax Abatement Agreement with any Affected Jurisdiction, relocates the business for which tax abatement has been granted to a location outside of the designated Reinvestment Zone, then in such event, the Tax Abatement Agreement shall terminate after ninety (90) days written notice by the Affected Jurisdiction to the Owner/Applicant. Taxes abated during the calendar year in which termination, under this subparagraph takes place shall be payable to each Affected Jurisdiction by no later than January 31st of the following year. Taxes abated in years prior to the year of termination shall be payable to each Affected Jurisdiction within ninety (90) days of the date of termination.

6. The date of termination as that term is used in this Subsection VII shall, in every instance, be the 60th day after the day the Affected Jurisdiction sends notice of default, in the mail to the address shown in the Tax Abatement Agreement to the Applicant or Owner. Should the default be cured by the owner or Applicant within the ninety (90) day notice period, the Owner/Applicant shall be responsible for so advising the Affected Jurisdiction and obtaining a release from the notice of default from the Affected Jurisdiction, failing in which, the abatement remains terminated and the abated taxes must be paid.

7. In every case of termination set forth above, the Affected Jurisdiction to which the application for tax abatement was directed shall determine whether default has occurred by Owner (Applicant) in the terms and conditions of the Tax Abatement Agreement and shall so notify all other Affected Jurisdictions. Termination of the Tax Abatement Agreement by the Affected Jurisdiction to which the application for tax abatement was directed shall constitute simultaneous termination of all Tax Abatement Agreements of all other Affected Jurisdictions.

8. In the event that a Tax Abatement Agreement is terminated for any reason whatsoever and taxes are not paid within the time period herein specified, then in such event, the provisions of V.T.C.A., Tax Code. Section 33.01 will apply.

SECTION VIII. Miscellaneous:

1. Any notice required to be given by these criteria or guidelines shall be given in writing to the addresses appearing on the Tax Abatement Agreement:

2. The Chief Appraiser of the Andrews County Appraisal District shall annually assess the Real and Personal Property comprising the Reinvestment Zone. Each year, the applicant or owner receiving tax abatement shall furnish the Chief Appraiser with such information as may be necessary for the abatement. Once value has been established, the Chief Appraiser shall notify the Affected Jurisdictions which levy taxes of the amount of assessment.

3. Upon the completion of improvements made to any type of Facility as set forth in these criteria and guidelines, a designated employee or employees of any Affected Jurisdiction having executed a Tax Abatement Agreement with applicant or owner shall have access to the Facility to insure compliance with the Tax Abatement Agreement.

4. A Tax Abatement Agreement may be assigned to a new owner but only after written consent has been obtained from all Affected Jurisdictions which have executed such an agreement with the applicant or owner.

5. These guidelines and criteria are effective upon the date of their adoption by an Affected Jurisdiction and shall remain in force for two (2) years. At the end of the two (2) year period these guidelines and criteria may be readopted, modified, amended or rewritten as the conditions may warrant.

6. Each Affected Jurisdiction shall determine whether or not said Affected Jurisdiction elects to become eligible to participate in tax abatement. In the event the Affected Jurisdiction elects by resolution to become eligible to participate in tax abatement, then such Affected Jurisdiction shall adopt these guidelines and criteria by separate resolution forwarding a copy of both resolutions to all other Affected Jurisdictions.

7. In the event of a conflict between these guidelines and criteria and V.T.C.A., Tax Code, Chapter 312, then in such event the Tax Code shall prevail and these guidelines and criteria interpreted accordingly.

8. The guidelines and criteria once adopted by an Affected Jurisdiction may be amended or repealed by a vote of three-fourths of the members of the governing body of an Affected Jurisdiction during the two (2) year term in which these guidelines and criteria are effective.

TAB 17

Signature and Certification page, signed and dated by Authorized School District Representative and Authorized Company Representative (applicant)

See Attached

SECTION 16: Authorized Signatures and Applicant Certification

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

1. Authorized School District Representative Signature

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

print here Dr. Bobby Azam — Superintendent

Print Name *(Authorized School District Representative)* — Title

sign here — 1-14-20

Signature *(Authorized School District Representative)* — Date

2. Authorized Company Representative (Applicant) Signature and Notarization

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

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

print here Michael U. Alvarez — COO

Print Name *(Authorized Company Representative (Applicant))* — Title

sign here — 1.8.20

Signature *(Authorized Company Representative (Applicant))* — Date

NRO1 CHIAMAKA LILIAN OKORIE
COMM. #2307236
Notary Public - California
San Francisco County
My Comm. Expires Sep. 29, 2023 NRO1

(Notary Seal)

GIVEN under my hand and seal of office this, the

8th day of January, 2020

Chiamaka Lilian Okorie

Notary Public in and for the State of ~~Texas~~ California

My Commission expires: September 29th, 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.