



Application for Appraised Value Limitation on Qualified Property (Tax Code, Chapter 313, Subchapter B or C)

Form 50-296
(Revised May 2010)

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 completed application to the Comptroller in a three-ring binder with tabs 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 Web site. 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 as explained in the Confidentiality Notice below.

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. 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, make a recommendation 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 before the 151st 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 complete the recommendation, economic impact evaluation or consider the application at any time during the application review period.

Please visit the Comptroller's Web site to find out more about the program at <http://www.window.state.tx.us/taxinfo/proptax/hb1200/index.html>. There are links on this Web page to the Chapter 313 statute, rules and forms. Information about minimum limitation values for particular districts and wage standards may also be found at that site.

SCHOOL DISTRICT INFORMATION - CERTIFICATION OF APPLICATION

Authorized School District Representative		Date application received by district 12/19/11
First Name Randel	Last Name Beaver	
Title Superintendent		
School District Name Archer City ISD		
Street Address PO Box 929, 600 S. Ash		
Mailing Address PO Box 929, 600 S. Ash		
City Archer City	State TX	ZIP 76351
Phone Number (940) 574-4536	Fax Number (940) 574-4051	
Mobile Number (optional)	E-mail Address randel.beaver@esc9.net	

- I authorize the consultant to provide and obtain information related to this application.. Yes No
- Will consultant be primary contact? Yes No



SCHOOL DISTRICT INFORMATION - CERTIFICATION OF APPLICATION (CONTINUED)

Authorized School District Consultant (If Applicable)

Form fields for consultant information: First Name (Kevin), Last Name (O'Hanlon), Title (Consultant), Firm Name (O'Hanlon, McCollom & Demerath), Street Address (808 West Avenue), Mailing Address (808 West Avenue), City (Austin), State (TX), ZIP (78701), Phone Number ((512) 494-9949), Fax Number ((512)494-9919), Mobile Number (Optional), E-mail Address (kohanlon@808west.com; mhanley@808west.com)

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.

Signature (Authorized School District Representative) and Date fields. Signature: Randall Beaver, Date: 12/19/11

Has the district determined this application complete? [X] Yes [] No

If yes, date determined complete. 12/19/11

Have you completed the school finance documents required by TAC 9.1054(c)(3)? [X] Yes [] No

SCHOOL DISTRICT CHECKLIST AND REQUESTED ATTACHMENTS

Table with 4 columns: Checklist, Page X of 16, Check Completed. Rows include: 1 Date application received by the ISD (1 of 16, ✓), 2 Certification page signed and dated by authorized school district representative (2 of 16, ✓), 3 Date application deemed complete by ISD (2 of 16, ✓), 4 Certification pages signed and dated by applicant or authorized business representative of applicant (4 of 16, ✓), 5 Completed company checklist (12 of 16, ✓), 6 School finance documents described in TAC 9.1054(c)(3) (Due within 20 days of district providing notice of completed application) (2 of 16, X)

APPLICANT INFORMATION - CERTIFICATION OF APPLICATION

Authorized Business Representative (Applicant)

First Name Jon		Last Name Burke	
Title Senior Power Management			
Organization Element Power US, LLC			
Street Address 400 Preston Ave, Suite 200			
Mailing Address 400 Preston Ave, Suite 200			
City Charlottesville		State VA	ZIP 22903
Phone Number 434.202.6704		Fax Number 434.202.2950	
Mobile Number (optional)		Business e-mail Address jon.burke@elpower.com	

Will a company official other than the authorized business representative be responsible for responding to future information requests? Yes No

If yes, please fill out contact information for that person.

First Name		Last Name	
Title			
Organization			
Street Address			
Mailing Address			
City		State	ZIP
Phone Number		Fax Number	
Mobile Number (optional)		E-mail Address	

I authorize the consultant to provide and obtain information related to this application.. Yes No

Will consultant be primary contact? Yes No

APPLICANT INFORMATION - CERTIFICATION OF APPLICATION (CONTINUED)

Authorized Company Consultant (If Applicable)

First Name

C.J.

Last Name

Evans, Jr.

Title

Director

Firm Name

Ryan

Street Address

100 North Tampa Street, Suite 1850

Mailing Address

100 North Tampa Street, Suite 1850

City

Tampa

State

FL

ZIP

33602

Phone Number

813.228.7100 x. 27-2001

Fax Number

813.228.9647

Business email Address

cj.evans@ryan.com

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 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.

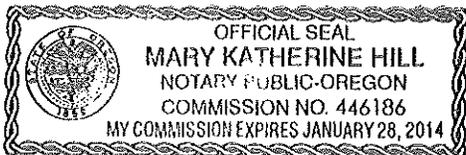
Signature (Authorized Business Representative (Applicant))

Date

[Handwritten Signature]

12/16/11

GIVEN under my hand and seal of office this 16th day of December, 2011



Mary Katherine Hill
Notary Public, State of *Orego*

(Notary Seal)

My commission expires *1/28/2014*

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 § 37.10.

FEES AND PAYMENTS

Enclosed is proof of application fee paid to the school district.

For the purpose of this question, "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.

Please answer only either A OR B:

A. 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

B. 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

BUSINESS APPLICANT INFORMATION

Legal Name under which application is made

Briar Creek LLC

Texas Taxpayer I.D. Number of entity subject to Tax Code, Chapter 171 (11 digits)

32039891240

NAICS code

221119

Is the applicant a party to any other Chapter 313 agreements? Yes No

If yes, please list name of school district and year of agreement.

APPLICANT BUSINESS STRUCTURE

Registered to do business in Texas with the Texas Secretary of State? Yes No

Identify business organization of applicant (corporation, limited liability corporation, etc.)

Limited Liability Company

1. Is the applicant a combined group, or comprised of members of a combined group, as defined by Texas Tax Code Chapter 171.0001(7)? Yes No
If so, please attach documentation of the combined group membership and contact information.

2. Is the applicant current on all tax payments due to the State of Texas? Yes No

3. Are all applicant members of the combined group current on all tax payments due to the State of Texas? NA Yes No

If the answer to either question is no, please explain and/or disclose any history of default, delinquencies and/or any material litigation, including litigation involving the State of Texas. (Use attachment if necessary.)

ELIGIBILITY UNDER TAX CODE CHAPTER 313.024

- Are you an entity to which Tax Code, Chapter 171 applies? Yes No
- The property will be used as an integral part, or as a necessary auxiliary part, in 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
- Are you requesting that any of the land be classified as qualified investment? Yes No
- Will any of the proposed qualified investment be leased under a capitalized lease? Yes No
- Will any of the proposed qualified investment be leased under an operating lease? Yes No
- Are you including property that is owned by a person other than the applicant? Yes No
- 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

PROJECT DESCRIPTION

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. (Use attachments as necessary)

See Attachment 4.

Describe the ability of your company to locate or relocate in another state or another region of the state.

See Attachment A.

PROJECT CHARACTERISTICS (CHECK ALL THAT APPLY)

- New Jobs
- Construct New Facility
- New Business / Start-up
- Expand Existing Facility
- Relocation from Out-of-State
- Expansion
- Purchase Machinery & Equipment
- Consolidation
- Relocation within Texas

PROJECTED TIMELINE

Begin Construction August 2012 Begin Hiring New Employees October 2012
 Construction Complete December 2012/December 2014 Fully Operational December 2012
 Purchase Machinery & Equipment May 2012

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.

When do you anticipate the new buildings or improvements will be placed in service? December 2012/December 2014

ECONOMIC INCENTIVES

Identify state programs the project will apply for:

State Source	Amount
_____	_____
_____	_____
_____	_____
Total	_____

Will other incentives be offered by local units of government? Yes No

Please use the following box for additional details regarding incentives. (Use attachments if necessary.)

Company has applied to Archer County for a Tax Abatement. Details are in Exhibit D

THE PROPERTY

Identify county or counties in which the proposed project will be located Archer

Central Appraisal District (CAD) that will be responsible for appraising the property Archer

Will this CAD be acting on behalf of another CAD to appraise this property? Yes No

List all taxing entities that have jurisdiction for the property and the portion of project within each entity

County: Archer County-100% City: n/a
(Name and percent of project) (Name and percent of project)

Hospital District: n/a Water District: n/a
(Name and percent of project) (Name and percent of project)

Other (describe): n/a Other (describe): n/a
(Name and percent of project) (Name and percent of project)

Is the project located entirely within this ISD? Yes No

If not, please provide additional information on the project scope and size to assist in the economic analysis.



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 rural, and the taxable value of the property within the school district. For assistance in determining estimates of these minimums, access the Comptroller's Web site at www.window.state.tx.us/taxinfo/proptax/hb1200/values.html.

At the time of application, what is the estimated minimum qualified investment required for this school district? \$10,000,000

What is the amount of appraised value limitation for which you are applying? \$10,000,000

What is your total estimated qualified investment? \$262,500,000

NOTE: See 313.021(1) for full definition. Generally, Qualified Investment is the sum of the investment in tangible personal property and buildings and new improvements made between beginning of the qualifying time period (date of application final approval by the school district) and the end of the second complete tax year.

What is the anticipated date of application approval? June 2012

What is the anticipated date of the beginning of the qualifying time period? June 2012

What is the total estimated investment for this project for the period from the time of application submission to the end of the limitation period? \$262,500,000

Describe the qualified investment.[See 313.021(1).]

Attach the following items to this application:

- (1) 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,
(2) a description of any new buildings, proposed improvements or personal property which you intend to include as part of your minimum qualified investment and
(3) a map of the qualified investment showing location of new buildings or new improvements with vicinity map.

Do you intend to make at least the minimum qualified investment required by Tax Code §313.023 (or 313.053 for rural school districts) for the relevant school district category during the qualifying time period? [X] Yes [] No

Except for new equipment described in Tax Code §151.318(q) or (q-1), is the proposed tangible personal property to be placed in service for the first time:

- (1) in or on the new building or other new improvement for which you are applying? [X] Yes [] No
(2) if not in or on the new building or other new improvement for which you are applying for an appraised value limitation, is the personal property necessary and ancillary to the business conducted in the new building or other new improvement? [X] Yes [] No
(3) on the same parcel of land as the building for which you are applying for an appraised value limitation? [X] Yes [] No

("First placed in service" means the first use of the property by the taxpayer.)

Will the investment in real or personal property you propose be counted toward the minimum qualified investment required by Tax Code §313.023, (or 313.053 for rural school districts) be first placed in service in this state during the applicable qualifying time period? [X] Yes [] No

Does the investment in tangible personal property meet the requirements of Tax Code §313.021(1)? [X] Yes [] No

If the proposed investment includes a building or a permanent, non-removable component of a building, does it house tangible personal property? [X] Yes [] No

QUALIFIED PROPERTY

Describe the qualified property. [See 313.021(2)] (If qualified investment describes qualified property exactly you may skip items (1), (2) and (3) below.)

Attach the following items to this application:

- (1) 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,
(2) a description of any new buildings, proposed improvements or personal property which you intend to include as part of your qualified property and
(3) a map of the qualified property showing location of new buildings or new improvements – with vicinity map.

Land

Is the land on which you propose new construction or 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 [X] No

If you answered "no" to the question above, what is the anticipated date on which you will submit proof of a reinvestment zone with boundaries encompassing the land on which you propose new construction or improvements? March 2012

Will the applicant own the land by the date of agreement execution? [] Yes [X] No

Will the project be on leased land? [X] Yes [] No



QUALIFIED PROPERTY (CONTINUED)

If the land upon which the new building or new improvement is to be built is part of the qualified property described by §313.021(2)(A), please attach complete documentation, including:

- 1. Legal description of the land
2. Each existing appraisal parcel number of the land on which the improvements will be constructed, regardless of whether or not all of the land described in the current parcel will become qualified property
3. Owner
4. The current taxable value of the land. Attach estimate if land is part of larger parcel.
5. A detailed map (with a vicinity map) showing the location of the land

Attach a map of the reinvestment zone boundaries, certified to be accurate by either the governmental entity creating the zone, the local appraisal district, or a licensed surveyor. (With vicinity map)

Attach the order, resolution or ordinance establishing the zone, and the guidelines and criteria for creating the zone, if applicable.

Miscellaneous

Is the proposed project a building or new improvement to an existing facility? [] Yes [x] No

Attach a description of any existing improvements and include existing appraisal district account numbers.

List current market value of existing property at site as of most recent tax year. N/A (Market Value) (Tax Year)

Is any of the existing property subject to a value limitation agreement under Tax Code 313? [] Yes [x] No

Will all of the property for which you are requesting an appraised value limitation be free of a tax abatement agreement entered into by a school district for the duration of the limitation? [x] Yes [] No

WAGE AND EMPLOYMENT INFORMATION

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

The last complete calendar quarter before application review start date is the:

[] First Quarter [] Second Quarter [] Third Quarter [x] Fourth Quarter of 2011 (year)

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 TWC?

Note: For job definitions see TAC §9.1051(14) and Tax Code 313.021(3). If the applicant intends to apply a definition for "new job" other than TAC §9.1051(14)(C), then please provide the definition of "new job" as used in this application. n/a

Total number of new jobs that will have been created when fully operational 7

Do you plan to create at least 25 new jobs (at least 10 new jobs for rural school districts) on the land and in connection with the new building or other improvement? [] Yes [x] No

Do you intend to request that the governing body waive the minimum new job creation requirement, as provided under Tax Code §313.025(f-1)? [x] Yes [] No

If you answered "yes" to the question above, attach evidence documenting that the new job creation requirement above exceeds the number of employees necessary for the operation, according to industry standards. Note: Even if a minimum new job waiver is provided, 80% of all new jobs must be qualifying jobs pursuant to Texas Tax Code, §313.024(d).

What is the maximum number of qualifying jobs meeting all criteria of §313.021(3) you are committing to create? 6

If this project creates more than 1,000 new jobs, the minimum required wage for this project is 110% of the average county weekly wage for all jobs as described by 313.021(3)(E)(ii).

If this project creates less than 1,000 new jobs, does this district have territory in a county that meets the demographic characteristics of 313.051(2)? (see table of information showing this district characteristic at http://www.window.state.tx.us/taxinfo/proptax/hb1200/values.html)

If yes, the applicant must meet wage standard described in 313.051(b) (110% of the regional average weekly wage for manufacturing)

If no, the applicant shall designate one of the wage standards set out in §§313.021(5)(A) or 313.021(5)(B).



WAGE AND EMPLOYMENT INFORMATION (CONTINUED)

For the following three wage calculations please include on an attachment the four most recent quarters of data for each wage calculation. Show the average and the 110% calculation. Include documentation from TWC Web site. 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(7).

110% of the county average weekly wage for all jobs (all industries) in the county is \$673.26

110% of the county average weekly wage for manufacturing jobs in the county is \$586.85

110% of the county average weekly wage for manufacturing jobs in the region is \$806.96

Please identify which Tax Code section you are using to estimate the wage standard required for this project:

§313.021(5)(A) or §313.021(5)(B) or §313.021(3)(E)(ii), or §313.051(b)?

What is the estimated minimum required annual wage for each qualifying job based on the qualified property? \$41,968

What is the estimated minimum required annual wage you are committing to pay for each of the qualifying jobs you create on the qualified property? \$41,968

Will 80% of all new jobs created by the owner be qualifying jobs as defined by 313.021(3)? Yes No

Will each qualifying job require at least 1,600 of work a year? Yes No

Will any of the qualifying jobs be jobs transferred from one area of the state to another? Yes No

Will any of the qualifying jobs be retained jobs? Yes No

Will any of the qualifying jobs be created to replace a previous employee? Yes No

Will any required qualifying jobs be filled by employees of contractors? Yes No

If yes, what percent?

Does the applicant or contractor of the applicant offer to pay at least 80% of the employee's health insurance premium for each qualifying job? Yes No

Describe each type of benefits to be offered to qualifying jobholders. (Use attachments as necessary.)

ECONOMIC IMPACT

Is an Economic Impact Analysis attached (If supplied by other than the Comptroller's office)? Yes No

Is Schedule A completed and signed for all years and attached? Yes No

Is Schedule B completed and signed for all years and attached? Yes No

Is Schedule C (Application) completed and signed for all years and attached? Yes No

Is Schedule D completed and signed for all years and attached? Yes No

Note: Excel spreadsheet versions of schedules are available for download and printing at URL listed below.

If there are any other payments made in the state or economic information that you believe should be included in the economic analysis, please attach a separate schedule showing the amount for each year affected, including an explanation.

CONFIDENTIALITY NOTICE

**Property Tax Limitation Agreement Applications
Texas Government Code Chapter 313
Confidential Information Submitted to the Comptroller**

Generally, an application for property tax value limitation, the information provided therein, and documents submitted in support thereof, are considered public information subject to release under the Texas Public Information Act.

There is an exception, outlined below, by which information will be withheld from disclosure.

The Comptroller's office will withhold information from public release if:

- 1) it describes the specific processes or business activities to be conducted or the specific tangible personal property to be located on real property covered by the application;
- 2) the information has been segregated in the application from other information in the application; and
- 3) the party requesting confidentiality provides the Comptroller's office a list of the documents for which confidentiality is sought and for each document lists the specific reasons, including any relevant legal authority, stating why the material is believed to be confidential.

All applications and parts of applications which are not segregated and marked as confidential as outlined above will be considered public information and will be posted on the internet.

Such information properly identified as confidential will be withheld from public release unless and until the governing body of the school district acts on the application, or we are directed to do so by a ruling from the Attorney General.

Other information in the custody of a school district or the comptroller submitted in connection with the application, including information related to the economic impact of a project or the essential elements of eligibility under Texas Tax Code, Chapter 313, such as

the nature and amount of the projected investment, employment, wages, and benefits, will not be considered confidential business information and will be posted on the internet.

All documents submitted to the Comptroller, as well as all information in the application once the school district acts thereon, are subject to public release unless specific parts of the application or documents submitted with the application are identified as confidential. Any person seeking to limit disclosure of such submitted records is advised to consult with their legal counsel regarding disclosure issues and also to take the appropriate precautions to safeguard copyrighted material, trade secrets, or any other proprietary information. The Comptroller assumes no obligation or responsibility relating to the disclosure or nondisclosure of information submitted by respondents. A person seeking to limit disclosure of information must submit in writing specific detailed reasons, including any relevant legal authority, stating why that person believes the material to be confidential.

The following outlines how the Comptroller's office will handle requests for information submitted under the Texas Public Information Act for application portions and submitted records appropriately identified as confidential.

- This office shall forward the request for records and a copy of the documents at issue to the Texas Attorney General's office for an opinion on whether such information may be withheld from disclosure under the Texas Public Information Act.
- The Comptroller will notify the person who submitted the application/documents when the information is forwarded to the Attorney General's office.
- Please be aware that this Office is obligated to comply with an Attorney General's decision, including release of information ruled public even if it was marked confidential.



COMPANY CHECKLIST AND REQUESTED ATTACHMENTS

	Checklist	Page X of 16	Check Completed
1	Certification pages signed and dated by Authorized Business Representative (applicant)	4 of 16	✓
2	Proof of Payment of Application Fee (Attachment)	5 of 16	✓
3	For applicant members, documentation of Combined Group membership under Texas Tax Code 171.0001(7) (if Applicable) (Attachment)	5 of 16	N/A
4	Detailed description of the project	6 of 16	✓
5	If project is located in more than one district, name other districts and list percentage in each district (Attachment)	7 of 16	N/A
6	Description of Qualified Investment (Attachment)	8 of 16	✓
7	Map of qualified investment showing location of new buildings or new improvements with vicinity map.	8 of 16	✓
8	Description of Qualified Property (Attachment)	8 of 16	✓
9	Map of qualified property showing location of new buildings or new improvements with vicinity map	8 of 16	✓
10	Description of Land (Attachment)	9 of 16	✓
11	A detailed map showing location of the land with vicinity map.	9 of 16	✓
12	A description of all existing (if any) improvements (Attachment)	9 of 16	N/A
13	Request for Waiver of Job Creation Requirement (if applicable) (Attachment)	9 of 16	✓
14	Calculation of three possible wage requirements with TWC documentation. (Attachment)	10 of 16	✓
15	Description of Benefits	10 of 16	✓
16	Economic Impact (if applicable)	10 of 16	N/A
17	Schedule A completed and signed	13 of 16	✓
18	Schedule B completed and signed	14 of 16	✓
19	Schedule C (Application) completed and signed	15 of 16	✓
20	Schedule D completed and signed	16 of 16	✓
21	Map of Reinvestment Zone (Attachment) (Showing the actual or proposed boundaries and size, Certified to be accurate by either the government entity creating the zone, the local appraisal district, or a licensed surveyor, with vicinity map)*	9 of 16	✓
22	Order, Resolution, or Ordinance Establishing the Zone (Attachment)*	9 of 16	will be supplemented
23	Legal Description of Reinvestment Zone (Attachment)*	9 of 16	✓
24	Guidelines and Criteria for Reinvestment Zone(Attachment)*	9 of 16	✓

*To be submitted with application or before date of final application approval by school board.

Schedule A (Rev. May 2010): Investment

Applicant Name Briar Creek LLC
 ISD Name Archer City ISD

Form 50-296

PROPERTY INVESTMENT AMOUNTS									
(Estimated investment in each year. Do not put cumulative totals.)									
		Year	School Year (YYYY-YYYY)	Tax Year (Fill in actual tax year below) YYYY	Column A: Tangible Personal Property The amount of new investment (original cost) placed in service during this year	Column B: Building or permanent nonremovable component of building (annual amount only)	Column C: Sum of A and B Qualifying investment (during the qualifying time period)	Column D: Other investment that is not qualified investment but investment affecting economic impact and total value	Column E: Total Investment (A+B+D)
The year preceding the first complete tax year of the qualifying time period (assuming no deferrals)	Investment made before filing complete application with district (neither qualified property nor eligible to become qualified investment)				\$0	\$0		\$0	\$0
	Investment made after filing complete application with district, but before final board approval of application (eligible to become qualified property)		2011-12	2011	\$0	\$0		\$0	\$0
						\$0	\$0		\$0
	Investment made after final board approval of application and before Jan. 1 of first complete tax year of qualifying time period (qualified investment and eligible to become qualified property)		2012-13	2012	\$150,000,000	\$0	\$150,000,000	\$0	\$150,000,000
Tax Credit Period (with 50% cap on credit)	Complete tax years of qualifying time period	1	2013-14	2013	\$0	\$0	\$0	\$0	\$0
		2	2014-15	2014	\$112,500,000	\$0	\$112,500,000	\$0	\$112,500,000
	Value Limitation Period	3	2015-16	2015	\$0	\$0		\$0	\$0
		4	2016-17	2016	\$0	\$0		\$0	\$0
		5	2017-18	2017	\$0	\$0		\$0	\$0
		6	2018-19	2018	\$0	\$0		\$0	\$0
		7	2019-20	2019	\$0	\$0		\$0	\$0
		8	2020-21	2020	\$0	\$0		\$0	\$0
		9	2021-22	2021	\$0	\$0		\$0	\$0
		10	2022-23	2022	\$0	\$0		\$0	\$0
Credit Settle-Up Period	Continue to Maintain Viable Presence	11	2023-24	2023	\$0	\$0		\$0	\$0
		12	2024-25	2024	\$0	\$0		\$0	\$0
		13	2025-26	2025	\$0	\$0		\$0	\$0
	Post- Settle-Up Period	14	2026-27	2026	\$0	\$0		\$0	\$0
	Post- Settle-Up Period	15	2027-28	2027	\$0	\$0		\$0	\$0

Qualifying Time Period usually begins with the final board approval of the application and extends generally for the following two complete tax years.

Column A: This represents the total dollar amount of planned investment in tangible personal property the applicant considers qualified investment - as defined in Tax Code §313.021(1)(A)-(D). For the purposes of investment, please list amount invested each year, not cumulative totals.

[For the years outside the qualifying time period, this number should simply represent the planned investment in tangible personal property]. Include estimates of investment for "replacement" property-property that is part of original agreement but scheduled for probable replacement during limitation period.

Column B: The total dollar amount of planned investment each year in buildings or nonremovable component of buildings that the applicant considers qualified investment under Tax Code §313.021(1)(E).

For the years outside the qualifying time period, this number should simply represent the planned investment in new buildings or nonremovable components of buildings.

Column D: Dollar value of other investment that may not be qualified investment but that may affect economic impact and total value-for planning, construction and operation of the facility. The most significant example for many projects would be land. Other examples may be items such as professional services, etc.

Note: Land can be listed as part of investment during the "pre-year 1" time period. It cannot be part of qualifying investment.

Notes: For advanced clean energy projects, nuclear projects, projects with deferred qualifying time periods, and projects with lengthy application review periods, insert additional rows as needed.

This schedule must be submitted with the original application and any application for tax credit. When using this schedule for any purpose other than the original application, replace original estimates with actual appraisal district data for past years and update estimates for current and future years. If original estimates have not changed, enter those amounts for future years.



SIGNATURE OF AUTHORIZED COMPANY REPRESENTATIVE

12/16/11
DATE

Schedule B (Rev. May 2010): Estimated Market And Taxable Value

Applicant Name

Briar Creek LLC

ISD Name

Archer City ISD

Form 50-296

		Year	School Year (YYYY-YYYY)	Tax Year (Fill in actual tax year) YYYY	Qualified Property			Reductions from Market Value	Estimated Taxable Value	
					Estimated Market Value of Land	Estimated Total Market Value of new buildings or other new improvements	Estimated Total Market Value of tangible personal property in the new building or "in or on the new improvement"	Exempted Value	Final taxable value for I&S after all reductions	Final taxable value for M&O—after all reductions
		pre- year 1	2012-13	2012	\$0	\$0	\$0	\$0	\$0	\$0
	Complete tax years of qualifying time period	1	2013-14	2013	\$0	\$150,000,000	\$0	\$0	\$150,000,000	\$150,000,000
		2	2014-15	2014	\$0	\$142,500,000	\$0	\$0	\$142,500,000	\$142,500,000
	Tax Credit Period (with 50% cap on credit)	3	2015-16	2015	\$0	\$247,500,000	\$0	\$0	\$247,500,000	\$10,000,000
		4	2016-17	2016	\$0	\$234,375,000	\$0	\$0	\$234,375,000	\$10,000,000
		5	2017-18	2017	\$0	\$221,250,000	\$0	\$0	\$221,250,000	\$10,000,000
		6	2018-19	2018	\$0	\$208,125,000	\$0	\$0	\$208,125,000	\$10,000,000
		7	2019-20	2019	\$0	\$195,000,000	\$0	\$0	\$195,000,000	\$10,000,000
		8	2020-21	2020	\$0	\$181,875,000	\$0	\$0	\$181,875,000	\$10,000,000
		9	2021-22	2021	\$0	\$168,750,000	\$0	\$0	\$168,750,000	\$10,000,000
		10	2022-23	2022	\$0	\$155,625,000	\$0	\$0	\$155,625,000	\$10,000,000
Credit Settle-Up Period	Continue to Maintain Viable Presence	11	2023-24	2023	\$0	\$142,500,000	\$0	\$0	\$142,500,000	\$142,500,000
		12	2024-25	2024	\$0	\$129,375,000	\$0	\$0	\$129,375,000	\$129,375,000
		13	2025-26	2025	\$0	\$116,250,000	\$0	\$0	\$116,250,000	\$116,250,000
Post- Settle-Up Period		14	2026-27	2026	\$0	\$103,125,000	\$0	\$0	\$103,125,000	\$103,125,000
Post- Settle-Up Period		15	2027-28	2027	\$0	\$90,000,000	\$0	\$0	\$90,000,000	\$90,000,000

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

Tax years 2023-2025 do not reflect the credit settle-up in the final taxable value.

This schedule must be submitted with the original application and any application for tax credit. When using this schedule for any purpose other than the original application, replace original estimates with actual appraisal district data for past years and update estimates for current and future years. If original estimates have not changed, enter those amounts for future years.

James W. Gube
SIGNATURE OF AUTHORIZED COMPANY REPRESENTATIVE

12/16/11
DATE

Schedule C- Application: Employment Information

Applicant Name Briar Creek LLC
ISD Name Archer City ISD

Form 50-296

		Year	School Year (YYYY-YYYY)	Tax Year (Fill in actual tax year) YYYY	Construction		New Jobs		Qualifying Jobs	
					Column A: Number of Construction FTE's or man-hours (specify)	Column B: Average annual wage rates for construction workers	Column C: Number of new jobs applicant commits to create (cumulative)	Column D: Average annual wage rate for all new jobs.	Column E: Number of qualifying jobs applicant commits to create meeting all criteria of Sec. 313.021(3) (cumulative)	Column F: Average annual wage of qualifying jobs
		pre- year 1	2012-13	2012	20,000 man hours	\$45,000	5	\$41,968	4	\$41,968
	Complete tax years of qualifying time period	1	2013-14	2013			5	\$41,698	4	\$41,698
		2	2014-15	2014	15,000 man hours	\$45,000	7	\$41,968	6	\$41,968
		3	2015-16	2015			7	\$41,968	6	\$41,968
Tax Credit Period (with 50% cap on credit)	Value Limitation Period	4	2016-17	2016			7	\$41,968	6	\$41,968
		5	2017-18	2017			7	\$41,968	6	\$41,968
		6	2018-19	2018			7	\$41,968	6	\$41,968
		7	2019-20	2019			7	\$41,968	6	\$41,968
		8	2020-21	2020			7	\$41,968	6	\$41,968
		9	2021-22	2021			7	\$41,968	6	\$41,968
		10	2022-23	2022			7	\$41,968	6	\$41,968
Credit Settle-Up Period	Continue to Maintain Viable Presence	11	2023-24	2023			7	\$41,968	6	\$41,968
		12	2024-25	2024			7	\$41,968	6	\$41,968
		13	2025-26	2025			7	\$41,968	6	\$41,968
Post- Settle-Up Period		14	2026-27	2026			7	\$41,968	6	\$41,968
Post- Settle-Up Period		15	2027-28	2027			7	\$41,968	6	\$41,968

Notes: For job definitions see TAC §9.1051(14) and Tax Code §313.021(3).
 Cumulative jobs in Column C and Column E refers to the total employee headcount at the facility in the given year.

This schedule must be submitted with the original application and any application for tax credit. When using this schedule for any purpose other than the original application, replace original estimates with actual appraisal district data for past years and update estimates for current and future years. If original estimates have not changed, enter those amounts for future years.



 SIGNATURE OF AUTHORIZED COMPANY REPRESENTATIVE

12/16/11

 DATE

Schedule D: (Rev. May 2010): Other Tax Information

Applicant Name

ISD Name

Form 50-296

					Sales Tax Information		Franchise Tax	Other Property Tax Abatements Sought			
					Sales Taxable Expenditures		Franchise Tax	County	City	Hospital	Other
		Year	School Year (YYYY-YYYY)	Tax/Calendar Year YYYY	Column F: Estimate of total annual expenditures* subject to state sales tax	Column G: Estimate of total annual expenditures* made in Texas NOT subject to sales tax	Column H: Estimate of Franchise tax due from (or attributable to) the applicant	Fill in percentage exemption requested or granted in each year of the Agreement	Fill in percentage exemption requested or granted in each year of the Agreement	Fill in percentage exemption requested or granted in each year of the Agreement	Fill in percentage exemption requested or granted in each year of the Agreement
The year preceding the first complete tax year of the qualifying time period (assuming no deferrals)			2012-13	2012	0	0	0	0%	0%	0%	0%
	Complete tax years of qualifying time period	1	2013-14	2013	\$ 6,492,302	\$ 8,807,698	0	0%	0%	0%	0%
		2	2014-15	2014	\$ 19,095,005	\$ 25,904,995	0	68%	0%	0%	0%
	Value Limitation Period	3	2015-16	2015	0	0	\$ 5,000	66%	0%	0%	0%
		4	2016-17	2016	0	0	\$ 5,000	64%	0%	0%	0%
		5	2017-18	2017	0	0	\$ 5,000	62%	0%	0%	0%
		6	2018-19	2018	0	0	\$ 5,000	61%	0%	0%	0%
		7	2019-20	2019	0	0	\$ 5,000	60%	0%	0%	0%
		8	2020-21	2020	0	0	\$ 5,000	57%	0%	0%	0%
		9	2021-22	2021	0	0	\$ 5,000	54%	0%	0%	0%
		10	2022-23	2022	0	0	\$ 5,000	50%	0%	0%	0%
	Credit Settle-Up Period	11	2023-24	2023	0	0	\$ 5,000	48%	0%	0%	0%
		12	2024-25	2024	0	0	\$ 5,000	0%	0%	0%	0%
		13	2025-26	2025	0	0	\$ 5,000	0%	0%	0%	0%
	Post- Settle-Up Period	14	2026-27	2026	0	0	\$ 5,000	0%	0%	0%	0%
	Post- Settle-Up Period	15	2027-28	2027	0	0	\$ 5,000	0%	0%	0%	0%

*For planning, construction and operation of the facility.



SIGNATURE OF AUTHORIZED COMPANY REPRESENTATIVE

August 26, 2011

DATE

Attachment 1

See Page 4 of application

Attachment 2

Proof of Payment of Application Fee

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)*

Attachment 3

Documentation of Combined Group

Not Applicable

Attachment 4

Briar Creek LLC is proposing to construct, operate, and maintain a wind-powered electric generation facility to be located in the County which will expand the local tax base and contribute to employment in the County. The Project will have an operating capacity of up to one hundred and seventy five (175) megawatts ("MW") and up to 120 wind turbines.

Phase A . Construction of Phase A, approximately 57% of the total project, is anticipated to begin in August 2012. Phase A will have an estimated nameplate capacity of 100 MW and will be fully operational by December 2012.

Phase B . Approximately 43% of the project is allocated to Phase B. Construction of Phase B is planned for Spring of 2014, with Phase B fully operational by December 2014. Phase B will have an estimated nameplate capacity of 75 MW.

The exact number of wind turbines and the size of the wind turbines will vary depending upon the wind turbine model selected and the nameplate capacity of each wind turbine. The additional improvements will consist of all related materials and equipment installed for the Project including, but not limited to, wind turbines, towers, foundations, roadways, permanent buildings and offices, office equipment and computers, anemometers towers, electrical transmission interconnects, cables, towers, and electrical substations, spare parts and control systems necessary for commercial generation of electricity.

Ability to relocate

Briar Creek LLC has the ability to relocate to another state or another region of the state. Wind farms are currently being developed in numerous other states, including, but not limited to, Colorado, Kansas, New Mexico, Oklahoma, California and Minnesota. Within Texas, at least 25 other counties have wind farms proposed, under construction or are currently operating with potential new sites growing yearly. The Company could invest its resources in any of these locations.

Attachment 5

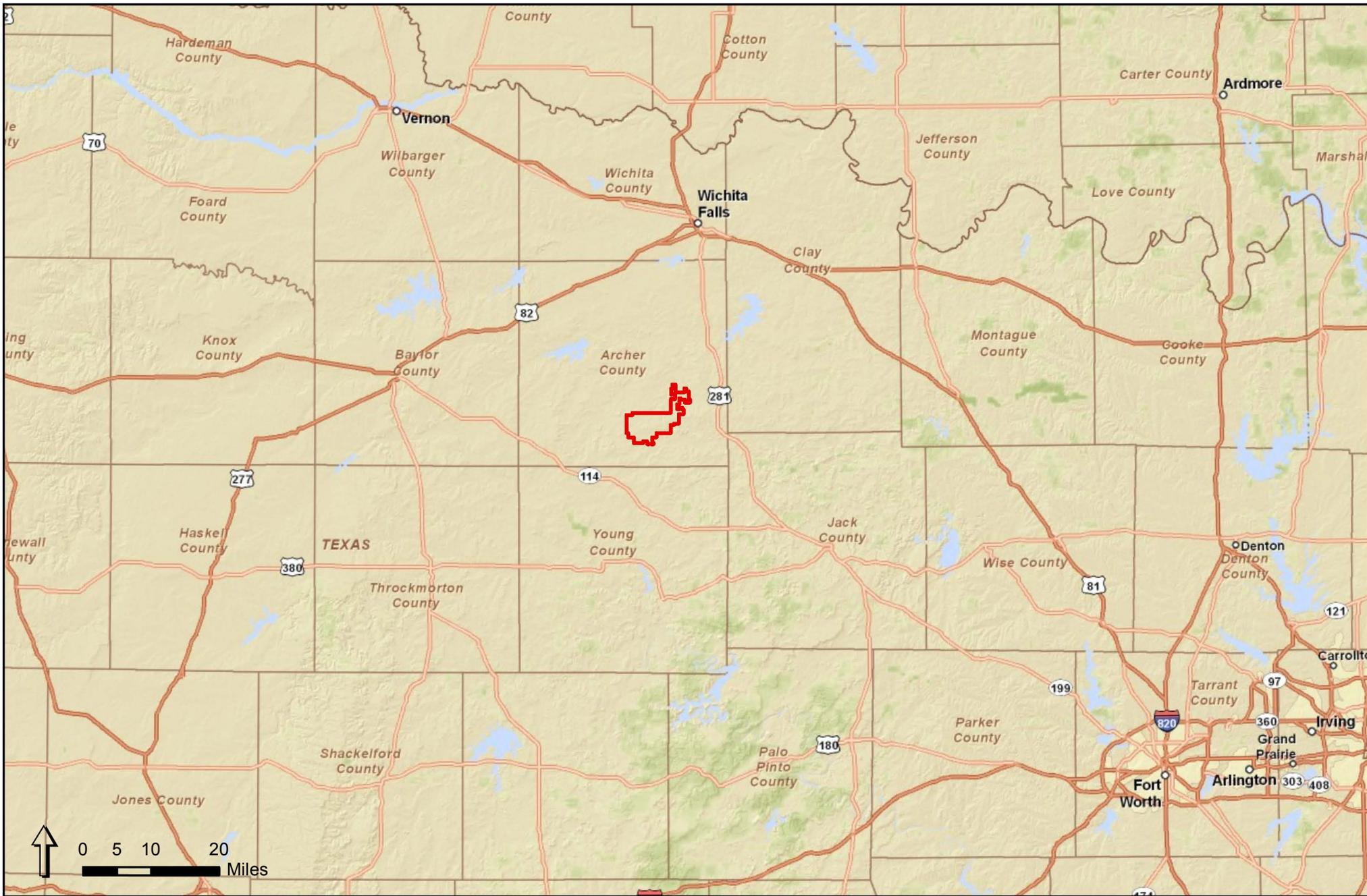
Not applicable

Attachment 6

The qualified investment will consist of up to 120 wind turbines in the Archer City ISD with an operating capacity of up to 175 MWs, depending upon the wind turbine model selected and the nameplate capacity of each wind turbine. In addition to the wind turbines, electrical connections will be installed to permit the interconnection and transmission of electricity generated by the wind turbines. The size and number of turbines will ultimately be determined by the timing of the development and construction of the project and availability of turbines. There will be an electrical substation within the project boundary, a transmission line to the inter-connection, permanent buildings and offices, office equipment and computers, anemometer towers, electrical transmission interconnects, cables, towers, spare parts, control systems necessary for commercial generation of electricity, fencing and other equipment as needed for safety and security and related office and control buildings and personal property supporting the project.

Attachment 7

See Attached Map of Project with Vicinity Map



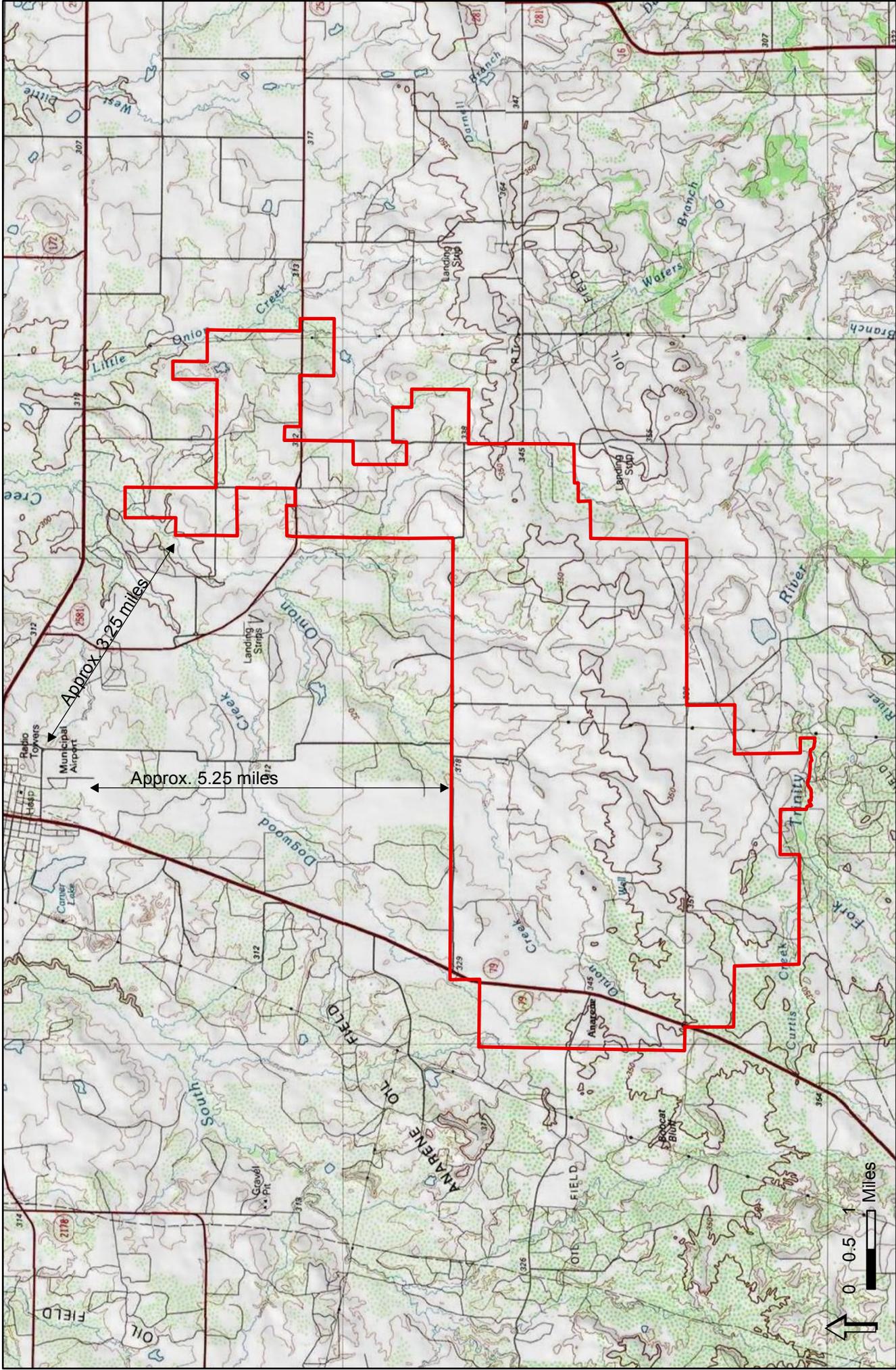
Source of basemap: ESRI



 Core Project Footprint

Note: The turbine array shown in this map is preliminary. All turbine locations are subject to change.

Proposed Reinvestment Zone - Vicinity
 Briar Creek Wind Project
 Archer County, TX
 December 2011



Source of basemap: ESRI



elementpower

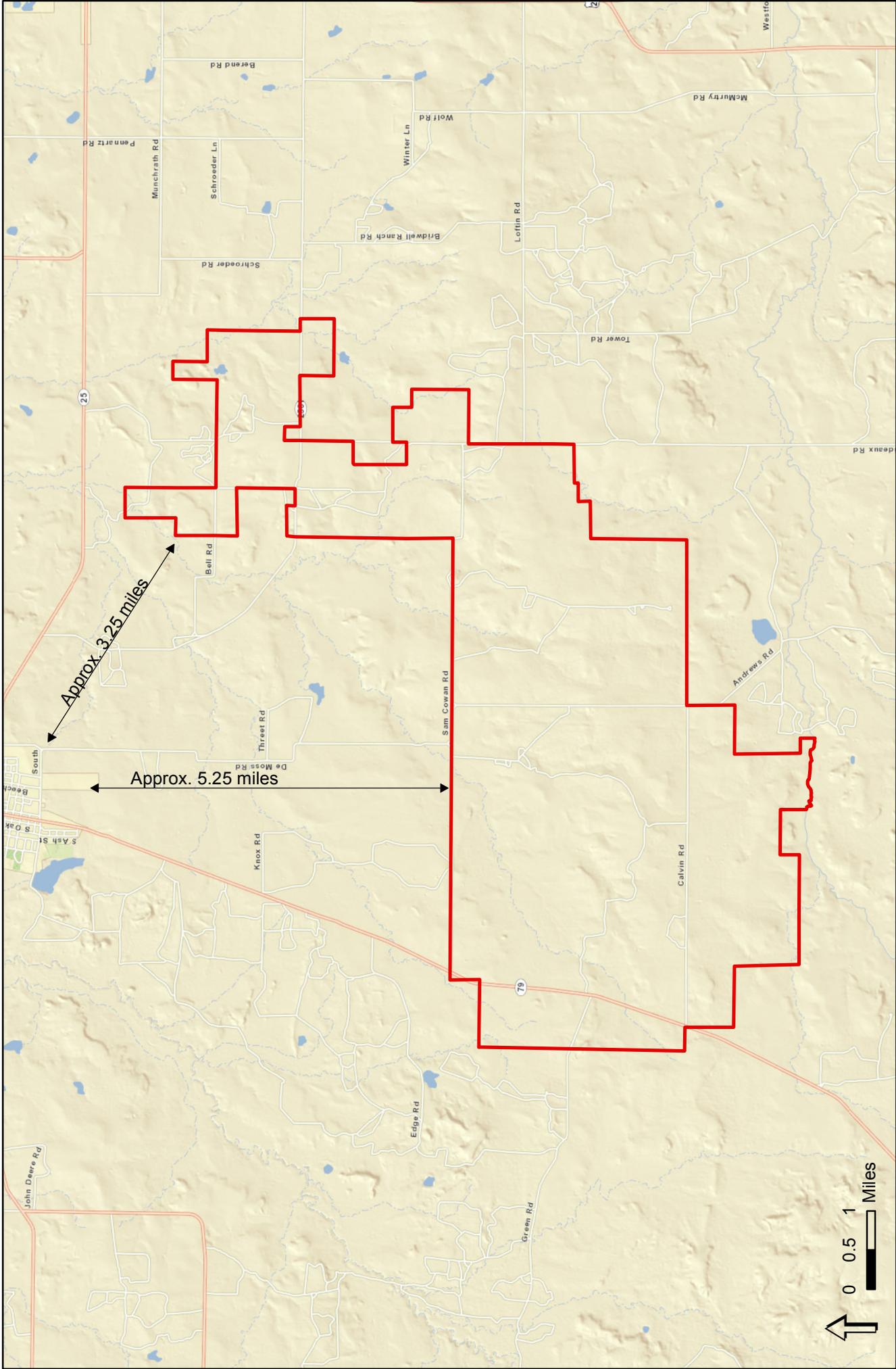
 Core Project Footprint

Note: The turbine array shown in this map is preliminary. All turbine locations are subject to change.

Proposed Reinvestment Zone
 Briar Creek Wind Project
 Archer County, TX
 December 2011

Attachment 8

The qualified investment will consist of up to 120 wind turbines in the Archer City ISD with an operating capacity of up to 175 MWs, depending upon the wind turbine model selected and the nameplate capacity of each wind turbine. In addition to the wind turbines, electrical connections will be installed to permit the interconnection and transmission of electricity generated by the wind turbines. The size and number of turbines will ultimately be determined by the timing of the development and construction of the project and availability of turbines. There will be an electrical substation within the project boundary, a transmission line to the inter-connection, permanent buildings and offices, office equipment and computers, anemometer towers, electrical transmission interconnects, cables, towers, spare parts, control systems necessary for commercial generation of electricity, fencing and other equipment as needed for safety and security and related office and control buildings and personal property supporting the project.



Source of basemap: ESRI

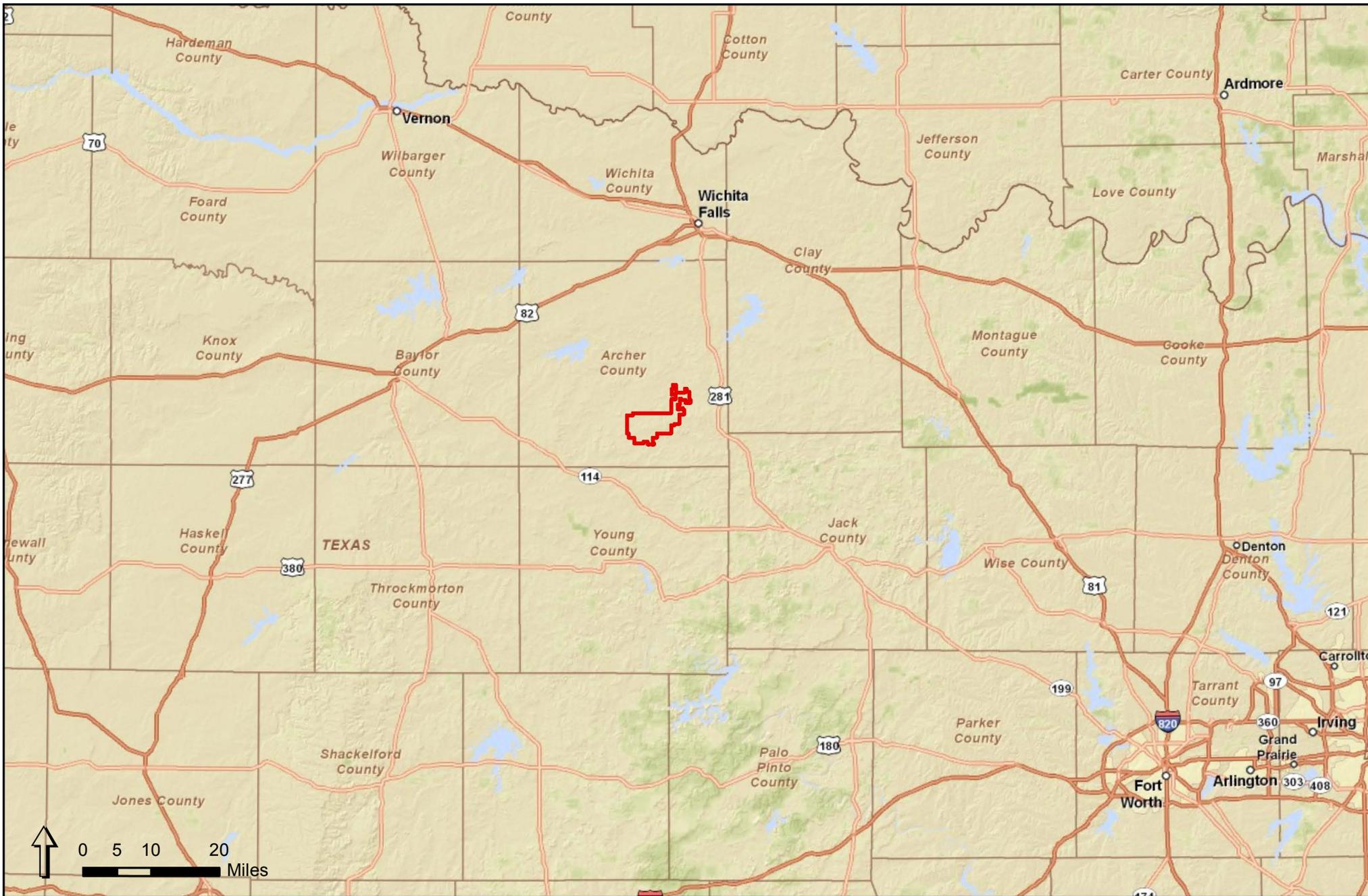


elementpower

 Core Project Footprint

Note: The turbine array shown in this map is preliminary. All turbine locations are subject to change.

Proposed Reinvestment Zone
 Briar Creek Wind Project
 Archer County, TX
 December 2011



Source of basemap: ESRI



 Core Project Footprint

Note: The turbine array shown in this map is preliminary. All turbine locations are subject to change.

Proposed Reinvestment Zone - Vicinity
 Briar Creek Wind Project
 Archer County, TX
 December 2011

Attachment 9

See Attached Map with Vicinity Map

Attachment 10

Legal Description of Land

Archer County PINS

712, 4201, 4202, 12254, 2726, 20204, 2728, 7256, 7214, 7216, 7217, 14610, 9666, 12847, 10955, 15227, 16573, 9499, 2725, 11440, 11442, 11443, 11444, 14627, 11445, 11446, 19502, 19503, 19504, 19505, 19506, 19507, 19508, 19509, 19510, 19496, 19497, 19498, 19499, 19500, 19501, 11953, 6878, 22823, 22827, 22825, 22826, 22824, 730, 731, 732, 733, 3741, 18704, 18699, 1702, 4493

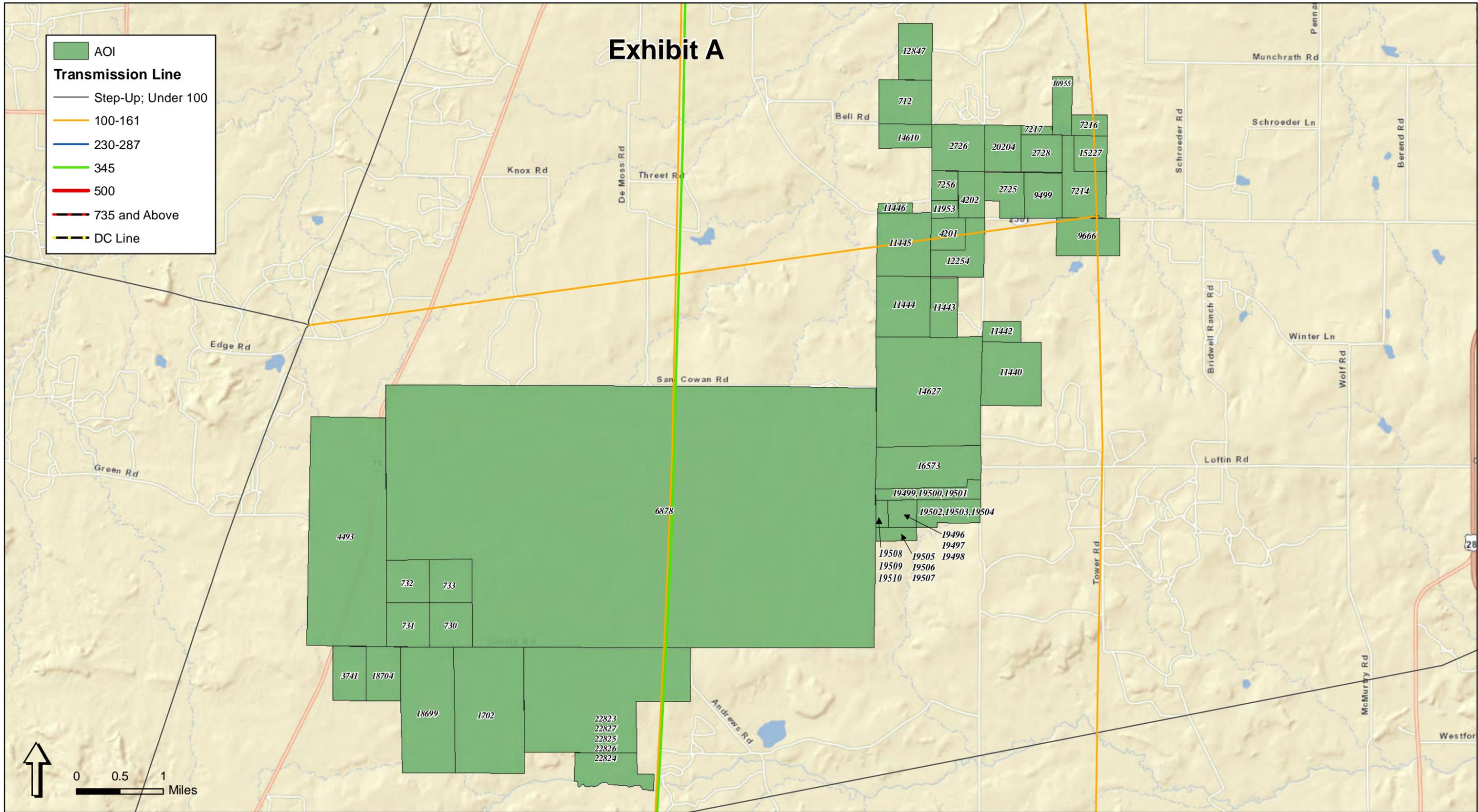
Attachment 11
See Attached Map

Exhibit A

AOI

Transmission Line

- Step-Up; Under 100
- 100-161
- 230-287
- 345
- 500
- 735 and Above
- DC Line



Source of backdrop; ESRI



Exhibit A
Proposed Reinvestment Zone
Windthorst Wind Project
 Archer County, TX
 November 2011

Attachment 12

Not applicable

Attachment 13

Briar Creek LLC requests that Archer City ISD waive the job creation requirement as allowed by Tax Code §313.025(f-1).

Wind projects create a large number of construction jobs but require a small number of highly skilled technicians to operate a wind project once commercial operations start. The permanent employees of a wind project maintain and service wind turbines, underground electrical connections, substations, and other infrastructure associated with the safe and reliable operation of the project. Based upon a survey of experienced developers and operators of large scale wind projects, we find that industry standard for permanent employment is one full-time employee for every fifteen turbines. This number can and does vary depending upon the operator, turbine type, and the support and technical assistance (warranty) offered by the turbine manufacturer. In addition to the onsite employees described above, there may be asset managers or technicians who supervise, monitor, and support wind project operations from offsite locations.

Calculations of wages information---Based on Most Recent Data Available

110% of County Average Weekly Wage for all Jobs

Year	Period	Wages
2010	4Q	660
2011	1Q	576
2011	2Q	582
2011	3Q	641

Average= \$614.75 average weekly salary
 X 1.1 (110%)
\$676.23 110% of County Average Weekly Wage for all Jobs

110% of County Average Weekly Wage for manufacturing Jobs

Year	Period	Wages
2010	4Q	557
2011	1Q	486
2011	2Q	532
2011	3Q	559

Average= \$533.50 average weekly salary
 X 1.1 (110%)
\$586.85 110% of County Average Weekly Wage for all Jobs

**110 % of County Average Weekly Wage for Manufacturing Jobs in Region
 (Nortex Regional Planning Commission)**

\$18.34 per hour
 X 40 hr per week
 \$ 733.60 average weekly salary
 X 1.10 (110%)
\$806.96
 X 52 weeks
\$41,961.92 110% of County Average Weekly Wage for all Jobs in Region

Quarterly Employment and Wages (QCEW)

[Back](#)

Page 1 of 1 (40 results/page)

Year	Period	Area	Ownership	Division	Level	Ind Code	Industry	Avg Weekly Wages
2010	1st Qtr	Archer County	Private	00	0	10	Total, All Industries	\$551
2010	2nd Qtr	Archer County	Private	00	0	10	Total, All Industries	\$610
2010	3rd Qtr	Archer County	Private	00	0	10	Total, All Industries	\$607
2010	4th Qtr	Archer County	Private	00	0	10	Total, All Industries	\$660
2011	1st Qtr	Archer County	Private	00	0	10	Total, All Industries	\$576
2011	2nd Qtr	Archer County	Private	00	0	10	Total, All Industries	\$582
2011	3rd Qtr	Archer County	Private	00	0	10	Total, All Industries	\$641
2011	3rd Qtr	Archer County	Private	31	2	31-33	Manufacturing	\$559
2011	2nd Qtr	Archer County	Private	31	2	31-33	Manufacturing	\$532
2011	1st Qtr	Archer County	Private	31	2	31-33	Manufacturing	\$486
2010	4th Qtr	Archer County	Private	31	2	31-33	Manufacturing	\$557
2010	3rd Qtr	Archer County	Private	31	2	31-33	Manufacturing	\$542
2010	2nd Qtr	Archer County	Private	31	2	31-33	Manufacturing	\$1,159
2010	1st Qtr	Archer County	Private	31	2	31-33	Manufacturing	\$520

**2010 Manufacturing Wages by Council of Government Region
Wages for All Occupations**

COG	Wages	
	Hourly	Annual
Texas		
<u>1. Panhandle Regional Planning Commission</u>	\$18.60	\$38,683
<u>2. South Plains Association of Governments</u>	\$16.21	\$33,717
<u>3. NORTEX Regional Planning Commission</u>	\$18.34	\$38,153
<u>4. North Central Texas Council of Governments</u>	\$23.45	\$48,777
<u>5. Ark-Tex Council of Governments</u>	\$15.49	\$32,224
<u>6. East Texas Council of Governments</u>	\$17.63	\$36,672
<u>7. West Central Texas Council of Governments</u>	\$17.48	\$36,352
<u>8. Rio Grande Council of Governments</u>	\$15.71	\$32,683
<u>9. Permian Basin Regional Planning Commission</u>	\$19.90	\$41,398
<u>10. Concho Valley Council of Governments</u>	\$15.33	\$31,891
<u>11. Heart of Texas Council of Governments</u>	\$17.91	\$37,257
<u>12. Capital Area Council of Governments</u>	\$25.37	\$52,778
<u>13. Brazos Valley Council of Governments</u>	\$15.24	\$31,705
<u>14. Deep East Texas Council of Governments</u>	\$15.71	\$32,682
<u>15. South East Texas Regional Planning Commission</u>	\$27.56	\$57,333
<u>16. Houston-Galveston Area Council</u>	\$24.52	\$51,002
<u>17. Golden Crescent Regional Planning Commission</u>	\$20.07	\$41,738
<u>18. Alamo Area Council of Governments</u>	\$17.28	\$35,952
<u>19. South Texas Development Council</u>	\$13.27	\$27,601
<u>20. Coastal Bend Council of Governments</u>	\$21.55	\$44,822
<u>21. Lower Rio Grande Valley Development Council</u>	\$14.35	\$29,846
<u>22. Texoma Council of Governments</u>	\$18.10	\$37,651
<u>23. Central Texas Council of Governments</u>	\$17.21	\$35,788
<u>24. Middle Rio Grande Development Council</u>	\$13.21	\$27,471

Source: Texas Occupational Employment and Wages

Data published: June 2011

Data published annually, next update will be June 2012.

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

Wage data is produced from Texas OES data, and is not to be compared to BLS estimates.

Data intended for TAC 313 purposes only.

Attachment 15

In addition to the annual salary, each qualified position will receive medical, dental, vision, and life insurance.

Attachment 16

N/A

Attachment 17
See Schedule A

Schedule A (Rev. May 2010): Investment

Applicant Name Briar Creek LLC
 ISD Name Archer City ISD

Form 50-296

PROPERTY INVESTMENT AMOUNTS									
(Estimated investment in each year. Do not put cumulative totals.)									
		Year	School Year (YYYY-YYYY)	Tax Year (Fill in actual tax year below) YYYY	Column A: Tangible Personal Property The amount of new investment (original cost) placed in service during this year	Column B: Building or permanent nonremovable component of building (annual amount only)	Column C: Sum of A and B Qualifying investment (during the qualifying time period)	Column D: Other investment that is not qualified investment but investment affecting economic impact and total value	Column E: Total Investment (A+B+D)
The year preceding the first complete tax year of the qualifying time period (assuming no deferrals)	Investment made before filing complete application with district (neither qualified property nor eligible to become qualified investment)				\$0	\$0		\$0	\$0
	Investment made after filing complete application with district, but before final board approval of application (eligible to become qualified property)		2011-12	2011	\$0	\$0		\$0	\$0
						\$0	\$0		\$0
	Investment made after final board approval of application and before Jan. 1 of first complete tax year of qualifying time period (qualified investment and eligible to become qualified property)		2012-13	2012	\$150,000,000	\$0	\$150,000,000	\$0	\$150,000,000
Tax Credit Period (with 50% cap on credit)	Complete tax years of qualifying time period	1	2013-14	2013	\$0	\$0	\$0	\$0	\$0
		2	2014-15	2014	\$112,500,000	\$0	\$112,500,000	\$0	\$112,500,000
	Value Limitation Period	3	2015-16	2015	\$0	\$0		\$0	\$0
		4	2016-17	2016	\$0	\$0		\$0	\$0
		5	2017-18	2017	\$0	\$0		\$0	\$0
		6	2018-19	2018	\$0	\$0		\$0	\$0
		7	2019-20	2019	\$0	\$0		\$0	\$0
		8	2020-21	2020	\$0	\$0		\$0	\$0
		9	2021-22	2021	\$0	\$0		\$0	\$0
		10	2022-23	2022	\$0	\$0		\$0	\$0
Credit Settle-Up Period	Continue to Maintain Viable Presence	11	2023-24	2023	\$0	\$0		\$0	\$0
		12	2024-25	2024	\$0	\$0		\$0	\$0
		13	2025-26	2025	\$0	\$0		\$0	\$0
	Post- Settle-Up Period	14	2026-27	2026	\$0	\$0		\$0	\$0
	Post- Settle-Up Period	15	2027-28	2027	\$0	\$0		\$0	\$0

Qualifying Time Period usually begins with the final board approval of the application and extends generally for the following two complete tax years.

Column A: This represents the total dollar amount of planned investment in tangible personal property the applicant considers qualified investment - as defined in Tax Code §313.021(1)(A)-(D). For the purposes of investment, please list amount invested each year, not cumulative totals.

[For the years outside the qualifying time period, this number should simply represent the planned investment in tangible personal property]. Include estimates of investment for "replacement" property-property that is part of original agreement but scheduled for probable replacement during limitation period.

Column B: The total dollar amount of planned investment each year in buildings or nonremovable component of buildings that the applicant considers qualified investment under Tax Code §313.021(1)(E).

For the years outside the qualifying time period, this number should simply represent the planned investment in new buildings or nonremovable components of buildings.

Column D: Dollar value of other investment that may not be qualified investment but that may affect economic impact and total value-for planning, construction and operation of the facility. The most significant example for many projects would be land. Other examples may be items such as professional services, etc.

Note: Land can be listed as part of investment during the "pre-year 1" time period. It cannot be part of qualifying investment.

Notes: For advanced clean energy projects, nuclear projects, projects with deferred qualifying time periods, and projects with lengthy application review periods, insert additional rows as needed.

This schedule must be submitted with the original application and any application for tax credit. When using this schedule for any purpose other than the original application, replace original estimates with actual appraisal district data for past years and update estimates for current and future years. If original estimates have not changed, enter those amounts for future years.



SIGNATURE OF AUTHORIZED COMPANY REPRESENTATIVE

12/16/11

DATE

Attachment 18
See Schedule B

Schedule B (Rev. May 2010): Estimated Market And Taxable Value

Applicant Name

Briar Creek LLC

ISD Name

Archer City ISD

Form 50-296

		Year	School Year (YYYY-YYYY)	Tax Year (Fill in actual tax year) YYYY	Qualified Property			Reductions from Market Value	Estimated Taxable Value	
					Estimated Market Value of Land	Estimated Total Market Value of new buildings or other new improvements	Estimated Total Market Value of tangible personal property in the new building or "in or on the new improvement"	Exempted Value	Final taxable value for I&S after all reductions	Final taxable value for M&O—after all reductions
		pre- year 1	2012-13	2012	\$0	\$0	\$0	\$0	\$0	\$0
	Complete tax years of qualifying time period	1	2013-14	2013	\$0	\$150,000,000	\$0	\$0	\$150,000,000	\$150,000,000
		2	2014-15	2014	\$0	\$142,500,000	\$0	\$0	\$142,500,000	\$142,500,000
	Tax Credit Period (with 50% cap on credit)	3	2015-16	2015	\$0	\$247,500,000	\$0	\$0	\$247,500,000	\$10,000,000
		4	2016-17	2016	\$0	\$234,375,000	\$0	\$0	\$234,375,000	\$10,000,000
		5	2017-18	2017	\$0	\$221,250,000	\$0	\$0	\$221,250,000	\$10,000,000
		6	2018-19	2018	\$0	\$208,125,000	\$0	\$0	\$208,125,000	\$10,000,000
		7	2019-20	2019	\$0	\$195,000,000	\$0	\$0	\$195,000,000	\$10,000,000
		8	2020-21	2020	\$0	\$181,875,000	\$0	\$0	\$181,875,000	\$10,000,000
		9	2021-22	2021	\$0	\$168,750,000	\$0	\$0	\$168,750,000	\$10,000,000
		10	2022-23	2022	\$0	\$155,625,000	\$0	\$0	\$155,625,000	\$10,000,000
Credit Settle-Up Period	Continue to Maintain Viable Presence	11	2023-24	2023	\$0	\$142,500,000	\$0	\$0	\$142,500,000	\$142,500,000
		12	2024-25	2024	\$0	\$129,375,000	\$0	\$0	\$129,375,000	\$129,375,000
		13	2025-26	2025	\$0	\$116,250,000	\$0	\$0	\$116,250,000	\$116,250,000
Post- Settle-Up Period		14	2026-27	2026	\$0	\$103,125,000	\$0	\$0	\$103,125,000	\$103,125,000
Post- Settle-Up Period		15	2027-28	2027	\$0	\$90,000,000	\$0	\$0	\$90,000,000	\$90,000,000

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

Tax years 2023-2025 do not reflect the credit settle-up in the final taxable value.

This schedule must be submitted with the original application and any application for tax credit. When using this schedule for any purpose other than the original application, replace original estimates with actual appraisal district data for past years and update estimates for current and future years. If original estimates have not changed, enter those amounts for future years.



 SIGNATURE OF AUTHORIZED COMPANY REPRESENTATIVE



 DATE

Attachment 19
See Schedule C

Schedule C- Application: Employment Information

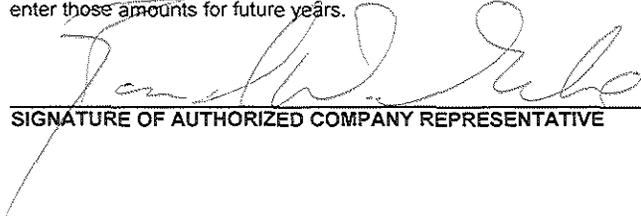
Applicant Name Briar Creek LLC
ISD Name Archer City ISD

Form 50-296

		Year	School Year (YYYY-YYYY)	Tax Year (Fill in actual tax year) YYYY	Construction		New Jobs		Qualifying Jobs	
					Column A: Number of Construction FTE's or man-hours (specify)	Column B: Average annual wage rates for construction workers	Column C: Number of new jobs applicant commits to create (cumulative)	Column D: Average annual wage rate for all new jobs.	Column E: Number of qualifying jobs applicant commits to create meeting all criteria of Sec. 313.021(3) (cumulative)	Column F: Average annual wage of qualifying jobs
		pre- year 1	2012-13	2012	20,000 man hours	\$45,000	5	\$41,968	4	\$41,968
	Complete tax years of qualifying time period	1	2013-14	2013			5	\$41,698	4	\$41,698
		2	2014-15	2014	15,000 man hours	\$45,000	7	\$41,968	6	\$41,968
		3	2015-16	2015			7	\$41,968	6	\$41,968
Tax Credit Period (with 50% cap on credit)	Value Limitation Period	4	2016-17	2016			7	\$41,968	6	\$41,968
		5	2017-18	2017			7	\$41,968	6	\$41,968
		6	2018-19	2018			7	\$41,968	6	\$41,968
		7	2019-20	2019			7	\$41,968	6	\$41,968
		8	2020-21	2020			7	\$41,968	6	\$41,968
		9	2021-22	2021			7	\$41,968	6	\$41,968
		10	2022-23	2022			7	\$41,968	6	\$41,968
Credit Settle-Up Period	Continue to Maintain Viable Presence	11	2023-24	2023			7	\$41,968	6	\$41,968
		12	2024-25	2024			7	\$41,968	6	\$41,968
		13	2025-26	2025			7	\$41,968	6	\$41,968
Post- Settle-Up Period		14	2026-27	2026			7	\$41,968	6	\$41,968
Post- Settle-Up Period		15	2027-28	2027			7	\$41,968	6	\$41,968

Notes: For job definitions see TAC §9.1051(14) and Tax Code §313.021(3).
 Cumulative jobs in Column C and Column E refers to the total employee headcount at the facility in the given year.

This schedule must be submitted with the original application and any application for tax credit. When using this schedule for any purpose other than the original application, replace original estimates with actual appraisal district data for past years and update estimates for current and future years. If original estimates have not changed, enter those amounts for future years.



 SIGNATURE OF AUTHORIZED COMPANY REPRESENTATIVE



 DATE

Attachment 20
See Schedule D

Schedule D: (Rev. May 2010): Other Tax Information

Applicant Name

ISD Name

Form 50-296

					Sales Tax Information		Franchise Tax	Other Property Tax Abatements Sought			
					Sales Taxable Expenditures		Franchise Tax	County	City	Hospital	Other
		Year	School Year (YYYY-YYYY)	Tax/ Calendar Year YYYY	Column F: Estimate of total annual expenditures* subject to state sales tax	Column G: Estimate of total annual expenditures* made in Texas NOT subject to sales tax	Column H: Estimate of Franchise tax due from (or attributable to) the applicant	Fill in percentage exemption requested or granted in each year of the Agreement	Fill in percentage exemption requested or granted in each year of the Agreement	Fill in percentage exemption requested or granted in each year of the Agreement	Fill in percentage exemption requested or granted in each year of the Agreement
The year preceding the first complete tax year of the qualifying time period (assuming no deferrals)			2012-13	2012	0	0	0	0%	0%	0%	0%
	Complete tax years of qualifying time period	1	2013-14	2013	\$ 6,492,302	\$ 8,807,698	0	0%	0%	0%	0%
		2	2014-15	2014	\$ 19,095,005	\$ 25,904,995	0	68%	0%	0%	0%
	Value Limitation Period	3	2015-16	2015	0	0	\$ 5,000	66%	0%	0%	0%
		4	2016-17	2016	0	0	\$ 5,000	64%	0%	0%	0%
		5	2017-18	2017	0	0	\$ 5,000	62%	0%	0%	0%
		6	2018-19	2018	0	0	\$ 5,000	61%	0%	0%	0%
		7	2019-20	2019	0	0	\$ 5,000	60%	0%	0%	0%
		8	2020-21	2020	0	0	\$ 5,000	57%	0%	0%	0%
		9	2021-22	2021	0	0	\$ 5,000	54%	0%	0%	0%
		10	2022-23	2022	0	0	\$ 5,000	50%	0%	0%	0%
	Credit Settle-Up Period	11	2023-24	2023	0	0	\$ 5,000	48%	0%	0%	0%
		12	2024-25	2024	0	0	\$ 5,000	0%	0%	0%	0%
		13	2025-26	2025	0	0	\$ 5,000	0%	0%	0%	0%
	Post- Settle-Up Period	14	2026-27	2026	0	0	\$ 5,000	0%	0%	0%	0%
	Post- Settle-Up Period	15	2027-28	2027	0	0	\$ 5,000	0%	0%	0%	0%

*For planning, construction and operation of the facility.

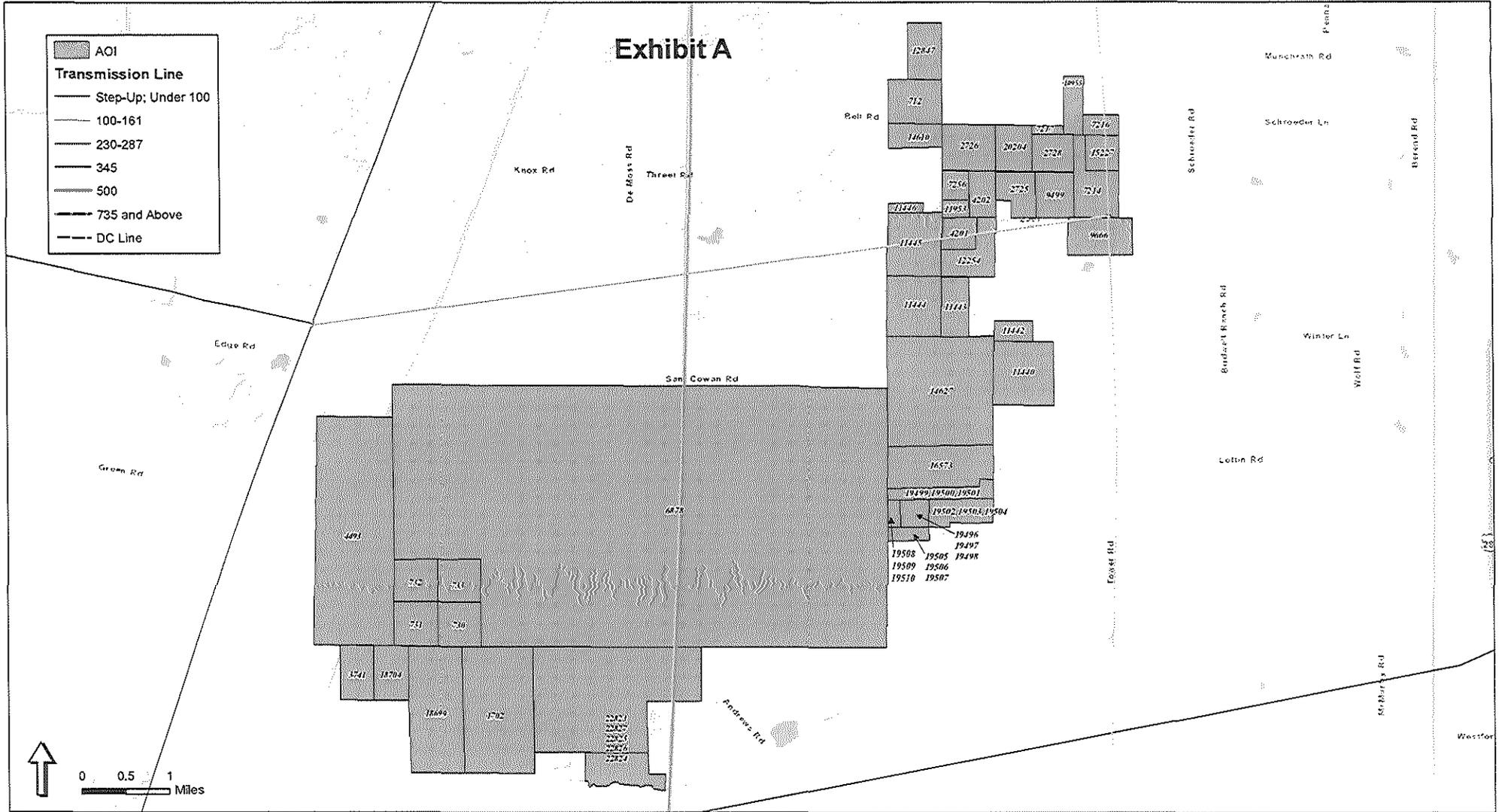


SIGNATURE OF AUTHORIZED COMPANY REPRESENTATIVE

August 26, 2011

DATE

Attachment 21
See Attached Map



Source of backdrop: ESRI



Exhibit A Proposed Reinvestment Zone

Windthorst Wind Project
Archer County, TX
November 2011

Attachment 22

Applicant will supplement application with approved resolution upon adoption by Archer County.

Attachment 23

Archer County PINS

712, 4201, 4202, 12254, 2726, 20204, 2728, 7256, 7214, 7216, 7217, 14610, 9666, 12847, 10955, 15227, 16573, 9499, 2725, 11440, 11442, 11443, 11444, 14627, 11445, 11446, 19502, 19503, 19504, 19505, 19506, 19507, 19508, 19509, 19510, 19496, 19497, 19498, 19499, 19500, 19501, 11953, 6878, 22823, 22827, 22825, 22826, 22824, 730, 731, 732, 733, 3741, 18704, 18699, 1702, 4493

Attachment 24

See Attached Guidelines and Criteria

The State of Texas

County of Archer

in Central Texas - Created 1858 -- Organized 1880

ARCHER COUNTY, TEXAS TAX REINVESTMENT ZONE GUIDELINES & CRITERIA

1. The Archer County Commissioner's Court shall have the right, granted under Texas Statutes to approve or disapprove the creation of any recommended Tax Reinvestment Zone.
2. The Tax Reinvestment Zone must be reasonably likely to contribute to the retention or expansion of primary employment or attract major capital investment that will benefit the County's economic development.
3. The Tax Reinvestment Zone authorization granted by the Commissioner's Court must meet all criteria established by the authorizing legislation.
4. The Tax Reinvestment Zone must not require extraordinary capital improvement financing by the County.
5. The Tax Reinvestment Zone applicant must have a successful business operating history of at least one year in the community or municipal references establishing successful operations or capital investor (s) with established record (s) of successful business operations.
6. In order to receive tax abatement consideration, The Tax Reinvestment Zone applicant must initially employ a minimum of four (4) employees.
7. The Tax Reinvestment Zone applicant must have a secondary impact on the local economy, through the use of local contractors, or utilization of retail or service related businesses.
8. Designation and creation of a Tax Reinvestment Zone shall not exceed the maximum period allowed by law of ten years.
9. Designation of a Tax Reinvestment Zone will allow for an abatement of taxes on property improvements in the Tax Reinvestment Zone for not less than ten, nor more than one hundred percent.
10. The Commissioner's Court reserves the right to negotiate any other provisions for the creation of a Tax Reinvestment Zone with an individual applicant allowed by law.

MODIFIED AND APPROVED THIS THE 13TH DAY OF NOVEMBER, 2007, BY THE COMMISSIONERS COURT OF ARCHER COUNTY, TEXAS.

Gary W. Boesinger
COUNTY JUDGE

Darin Molf
COMMISSIONER, PRECINCT #2

Mark W. Gable
COMMISSIONER, PRECINCT #1

David Lutton
COMMISSIONER, PRECINCT #3

Attest: Karen Wint
COUNTY CLERK

David Lutton
COMMISSIONER, PRECINCT #4