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MEMORANDUM OF UNDERSTANDING Data Analysis & Transparency Division

This Memorandum of Understanding (“MOU”) is made by and between the Archer City Independent School District (“District”), and Bobcat Bluff Wind Project, LLC, a Delaware limited liability company (“Bobcat”).

WHEREAS, Bobcat and the County are parties to that certain Agreement for Limitation of Appraised Value dated August 27, 2012 (the “Agreement”), pursuant to which Owner has constructed and maintained a wind power electric generation project (the “Project”) in the District in consideration for a limitation of appraised value on the Project; and

WHEREAS, Bobcat has notified the County that it is considering a replacement of the blades, hub, gearbox, main shaft assembly, and hardware of each turbine unit in the Project, while maintaining the existing foundation and tower of each turbine unit and adding no new turbine sites (the “Repowering”); and

WHEREAS, Section 2.3 of the Agreement provides that “replacement property” shall be considered Qualified Property under the Agreement; and

WHEREAS, on July 30, 2018, the Board of Trustees of the District issued a Resolution acknowledging that the property to be added in the Repowering constitutes “replacement property” within the meaning of Section 2.3 of the Agreement, and will therefore be Qualified Property under the Agreement; and

WHEREAS, Exhibit 3 of the Agreement (which defines Qualified Property) provides that property in excess of 150 megawatts of electricity generation capacity is expressly excluded from the Agreement; and

WHEREAS, following the Repowering, the electricity generation capacity of the Project could be as much as 162 megawatts, as a result of the increased efficiency of the replacement equipment compared to the original equipment; and

WHEREAS, the eight wind turbine towers identified on the map set forth at Exhibit 1 hereto (the “Exhibit 1 Towers”) are located within 25 nautical miles of Sheppard Air Force Base; and

WHEREAS, if the replacement equipment installed on the Exhibit 1 Towers in connection with the Repowering is excluded in calculating the electricity generation capacity of the Project following the Repowering, the electricity generation capacity of the Project following the Repowering will not exceed 150 megawatts.

NOW, THEREFORE, Bobcat and the County acknowledge and agree as follows:

1. The facts and recitations contained in the preamble of this Memorandum of Understanding are true and correct.
2. The replacement equipment installed on the Exhibit 1 Towers in connection with the Repowering (the “Excluded Equipment”) shall be excluded from Qualified Property under

the Agreement in satisfaction of the requirement in Exhibit 3 of the Agreement that property in excess of 150 megawatts of electricity generation capacity be excluded from the Agreement.

3. Following the Repowering, the value of the Excluded Equipment shall not be subject to the value limitation imposed by the Agreement, and shall instead be subject to the full maintenance and operations tax levied by the District.

4. All Project property other than the Excluded Equipment, including any foundations, towers, or other equipment not replaced in the repowering and any replacement equipment other than that installed on the Exhibit 1 Towers, shall be Qualified Property following the Repowering and shall be subject to the value limitation imposed by the Agreement.

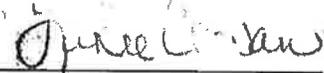
5. This Memorandum of Understanding is not an amendment to the Agreement, but instead memorializes the parties' mutual understanding of the Agreement's treatment of the Repowering.

Executed and effective this 5th day of December, 2018.

ATTEST:

ARCHER CITY INDEPENDENT SCHOOL
DISTRICT

By:


Lee Ann Cowen
Secretary, Board of Trustees

By:

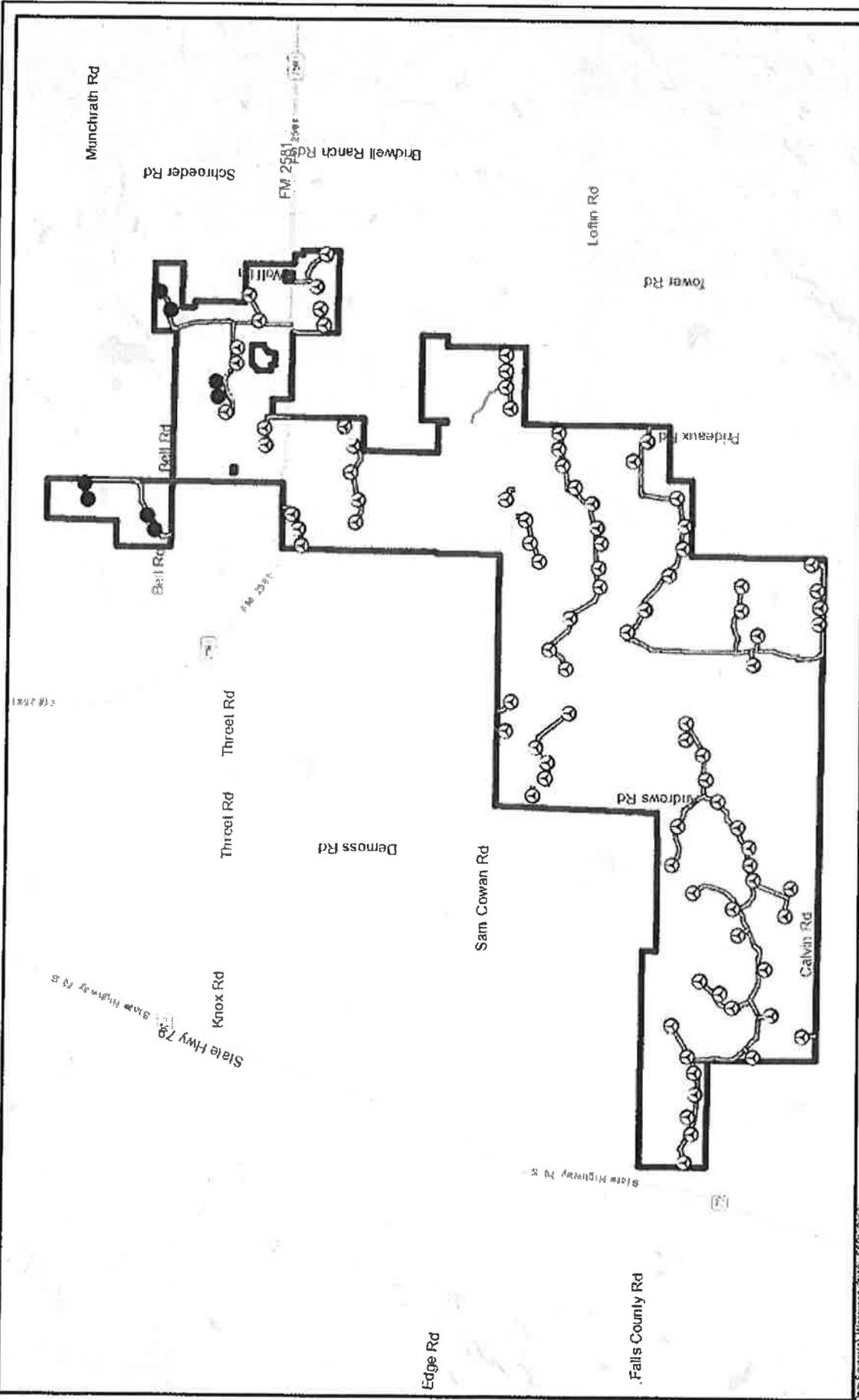

Jill Dunkel
President, Board of Trustees

BOBCAT BLUFF WIND POWER, LLC,
a Delaware limited liability company

By: EDF RENEWABLES ASSET HOLDINGS, INC.,
a Delaware corporation,
its: Manager

By: 
Name: Daniel Summa
Title: Vice President, Generation

EXHIBIT 1



Legend

- Excluded Turbines
- ⊗ Turbines
- Access Roads
- ▬ Project Boundary



Bobcat Bluff
Archer County, Texas