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January 2, 2013

VIA EMAIL AND FEDERAL EXPRESS

Ms. Jenny Hicks
Research Analyst
Economic Analysis
Local Government Assistance and Economic Development Division
Texas Comptroller of Public Accounts
LBJ State Office Building
111 E. 17th Street
Austin, TX 78774

Re: 313 Application –Panhandle Pattern Wind, LLC

Dear Jenny:

Enclosed please find an application for appraised value limitation on qualified property submitted to Panhandle ISD by Panhandle Pattern Wind, LLC on December 5, 2012, along with the applicant's request to treat certain materials as "CONFIDENTIAL." The confidential material has been separated from the application (by tab in the notebook and a separate PDF in electronic form). A CD containing these documents is also enclosed.

The Panhandle ISD Board elected to accept the application on December 5, 2012. The application was determined to be complete on December 17, 2012. We ask that the Comptroller's Office prepare the economic impact report for this development.

A copy of the application will also be submitted to the Carson County Appraisal District in accordance with 34 Tex. Admin. Code §9.1054. Please feel free to contact me if you have any questions or concerns.

Sincerely,

A handwritten signature in black ink that reads "Audie Sciumbato".

Audie Sciumbato, PhD

Enclosures
FR36UZO50D11RI

cc: Chief Appraiser, Carson County Appraisal District
Glen Hodges, Pattern Energy, LP

Pattern Panhandle Wind, LLC

Application for Appraised Value Limitation
on Qualified Property

Presented to:

Panhandle Independent School District

December 5, 2012



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 December 5, 2012
First Name Blair	Last Name Brown	
Title Superintendent		
School District Name Panhandle Independent School District		
Street Address 106 West 9th Street		
Mailing Address PO Box 1030		
City Panhandle	State Texas	ZIP 79068
Phone Number (806)537-3568	Fax Number (806)537-5553	
Mobile Number (optional)	E-mail Address blair.brown@region16.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)

First Name Audie	Last Name Sciumbato	
Title Associate Attorney		
Firm Name Underwood Law Firm		
Street Address 500 S. Taylor, Suite 1200, LB 233		
Mailing Address P.O. Box 9158		
City Amarillo	State TX	ZIP 79105
Phone Number 806 364 2626	Fax Number 806 379 0316	
Mobile Number (Optional)	E-mail Address audie.sciumbato@uwlaw.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) 	Date 12/4/2012
---------------------------------------------------------------------------------------------------------------------------------------------	--------------------------

Has the district determined this application complete? Yes No

If yes, date determined complete. 12/17/2012

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

SCHOOL DISTRICT CHECKLIST AND REQUESTED ATTACHMENTS

	Checklist	Page X of 16	Check Completed
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	✓



APPLICANT INFORMATION - CERTIFICATION OF APPLICATION

Authorized Business Representative (Applicant)

First Name Glen		Last Name Hodges	
Title Senior Developer			
Organization Pattern Energy Group LP			
Street Address 1600 Smith Street			
Mailing Address Suite 4025			
City Houston		State TX	ZIP 77002
Phone Number 512 789 2879		Fax Number 713 571 8004	
Mobile Number (optional)		Business e-mail Address	

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		Last Name	
Title			
Firm Name			
Street Address			
Mailing Address			
City		State	ZIP
Phone Number		Fax Number	
Business email Address			

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
	12/5/2012

GIVEN under my hand and seal of office this 5 day of December, _____



(Notary Seal)

Notary Public, State of Texas

My commission expires 11-14-2016

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

Pattern Panhandle Wind LLC

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

32025738983

NAICS code

221119 (other electric power generation)

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.)

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 Checklist Item 4 on attachment

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

See Checklist Item 4 on attachment

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 April 30, 2013 Begin Hiring New Employees September 15, 2013
Construction Complete December 15, 2013 Fully Operational December 15, 2013
Purchase Machinery & Equipment April 1, 2013

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 15, 2013



ECONOMIC INCENTIVES

Identify state programs the project will apply for:

State Source	Amount
N/A	
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.)

A tax abatement agreement with Carson County is being pursued, similar to agreements previously entered into by the County with other wind generation projects. A Chapter 313 agreement is being pursued with White Deer ISD.

THE PROPERTY

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

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

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: Carson 100% City: NA
(Name and percent of project) (Name and percent of project)

Hospital District: NA Water District: Panhandle Underground Water District 100%
(Name and percent of project) (Name and percent of project)

Other (describe): Panhandle ISD 29% Other (describe): White Deer ISD 71%
(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.

See Checklist Item 5 on Attachment



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? \$20 million

What is the amount of appraised value limitation for which you are applying? \$20 million

What is your total estimated qualified investment? approximately \$120 million in Panhandle ISD

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? March 15, 2013

What is the anticipated date of the beginning of the qualifying time period? March 15, 2013

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? approximately \$120 million in Panhandle ISD

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? January 15, 2013

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. 0 (Market Value) 2011 (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 [x] Third Quarter [] Fourth Quarter of 2012 (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? 0

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.

Total number of new jobs that will have been created when fully operational 3 allocable to PISD

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? 3 allocable to Panhandle ISD

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 \$1,600.50

110% of the county average weekly wage for manufacturing jobs in the county is not available on TWC website

110% of the county average weekly wage for manufacturing jobs in the region is \$850.30

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? \$44,215.60

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? \$45,000

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? 67%

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.)

See Checklist Item 15 on attachment

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	✓
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	✓
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	✓
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	✓
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	✓
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.



APPLICANT INFORMATION - CERTIFICATION OF APPLICATION (CONTINUED)

Authorized Company Consultant (If Applicable)

First Name		Last Name	
Title			
Firm Name			
Street Address			
Mailing Address			
City		State	ZIP
Phone Number		Fax Number	
Business email Address			

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
	12/5/2012

GIVEN under my hand and seal of office this 5 day of December, _____



(Notary Seal)

Notary Public, State of Texas

My commission expires 11-14-2016

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.

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)*

Texas Franchise Tax Report - Page 1

■ **Tcode** 13250 ANNUAL

■ Taxpayer number 32039702439		■ Report year 2012		Due date 11/15/2012		Privilege period covered by this report 01/01/2012 -12/31/2012	
Taxpayer Name PATTERN ENERGY GROUP LP						Secretary of State file number or Comptroller file number 0801133349	
Mailing address PIER 1, BAY 3							
City SAN FRANCISCO		State CA		Country USA		ZIP Code 94111	
Plus 4		Check box if the address has changed ■ <input type="checkbox"/>					
Check box if this is a combined report ■ <input checked="" type="checkbox"/>		Check box if Total Revenue is adjusted for Tiered Partnership Election, see instructions ■ <input type="checkbox"/>					
Check box if this is a Corporation or Limited Liability Company <input type="checkbox"/>				Check box if this is an Entity other than a Corporation or Limited Liability Company <input checked="" type="checkbox"/>			

**If not twelve months, see instructions for annualized revenue

Accounting year begin date** ■		Accounting year end date ■		SIC code		NAICS code	
m m d d y y 010111		m m d d y y 123111				221100	

REVENUE (Whole dollars only)

1. Gross receipts or sales	1. ■	30684006 .00
2. Dividends	2. ■	4454242 .00
3. Interest	3. ■	1920361 .00
4. Rents (can be negative amount)	4. ■	0 .00
5. Royalties	5. ■	0 .00
6. Gains/losses (can be negative amount)	6. ■	0 .00
7. Other income (can be negative amount)	7. ■	120462067 .00
8. Total gross revenue (Add items 1 thru 7)	8. ■	157520676 .00
9. Exclusions from gross revenue (see instructions)	9. ■	65722892 .00
10. TOTAL REVENUE (item 8 minus item 9 if less than zero, enter 0)	10. ■	91797784 .00

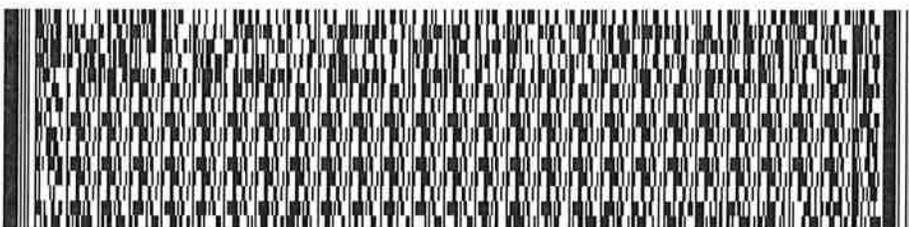
COST OF GOODS SOLD (Whole dollars only)

11. Cost of goods sold	11. ■	19965015 .00
12. Indirect or administrative overhead costs (Limited to 4%)	12. ■	45608 .00
13. Other (see instructions)	13. ■	0 .00
14. TOTAL COST OF GOODS SOLD (Add items 11 thru 13)	14. ■	20010623 .00

COMPENSATION (Whole dollars only)

15. Wages and cash compensation	15. ■	0 .00
16. Employee benefits	16. ■	0 .00
17. Other (see instructions)	17. ■	0 .00
18. TOTAL COMPENSATION (Add items 15 thru 17)	18. ■	0 .00

Texas Comptroller Official Use Only



VE/DE	<input type="checkbox"/>
PM Date	



Texas Franchise Tax Report - Page 2

Tcode 13251 ANNUAL

■ Taxpayer number	■ Report year	Due date	Taxpayer name
32039702439	2012	11/15/2012	PATTERN ENERGY GROUP LP

MARGIN (Whole dollars only)

19. Revenue (item 10 X 70%)	19. ■	64258449 .00
20. Revenue (item 10 minus item 14 COGS)	20. ■	71787161 .00
21. Revenue (item 10 minus item 18 Compensation)	21. ■	91797784 .00
22. MARGIN (Enter the lowest amount from item 19, 20 or 21)	22. ■	64258449 .00

APPORTIONMENT FACTOR

23. Gross receipts in Texas (Whole dollars only)	23. ■	2044700 .00
24. Gross receipts everywhere (Whole dollars only)	24. ■	91797784 .00
25. APPORTIONMENT FACTOR (Divide item 23 by item 24, round to 4 decimal places)	25. ■	0.0223

TAXABLE MARGIN (Whole dollars only)

26. Apportioned margin (Multiply item 22 by item 25)	26. ■	1432963 .00
27. Allowable deductions (see instructions)	27. ■	0 .00
28. TAXABLE MARGIN (item 26 minus item 27)	28. ■	1432963 .00

TAX DUE

29. Tax rate (see instructions for determining the appropriate tax rate)	X X X	29. ■	0.0100
30. Tax due (Multiply item 28 by the tax rate in item 29) (Dollars and cents)	30. ■	14329.63	

TAX ADJUSTMENTS (Dollars and cents) (Do not include prior payments)

31. Tax credits (item 23 from Form 05-160)	31. ■	0.00
32. Tax due before discount (item 30 minus item 31)	32. ■	14329.63
33. Discount (see instructions, applicable to report years 2008 and 2009)	33. ■	0.00

TOTAL TAX DUE (Dollars and cents)

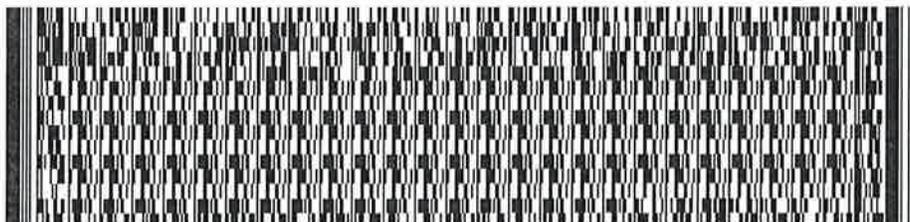
34. TOTAL TAX DUE (item 32 minus item 33)	34. ■	14329.63
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Do not include payment if item 34 is less than \$1,000 or if annualized total revenue is less than the no tax due threshold (see instructions). If the entity makes a tiered partnership election, ANY amount in item 34 is due. Complete Form 05-170 if making a payment.

Print or type name ERIC LILLYBECK	Area code and phone number 415 283 4000
I declare that the information in this document and any attachments is true and correct to the best of my knowledge and belief. sign here 	Date 11/14/12
Mail original to: Texas Comptroller of Public Accounts P.O. Box 149348 Austin, TX 78714-9348	

If you have any questions regarding franchise tax, you may contact the Texas Comptroller's field office in your area or call (800) 252-1381 or (512) 463-4600. Instructions for each report year are online at www.window.state.tx.us/taxinfo/taxforms/05-forms.html.

Texas Comptroller Official Use Only



VE/DE	<input type="checkbox"/>
PM Date	



Texas Franchise Tax Public Information Report

To be filed by Corporations, Limited Liability Companies (LLC) and Financial Institutions
This report MUST be signed and filed to satisfy franchise tax requirements

■ Tcode 13196

■ Taxpayer number 11342124333	■ Report year 2012	You have certain rights under Chapter 552 and 559, Government Code, to review, request, and correct information we have on file about you. Contact us at (800) 252-1381 or (512) 463-4600.
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Taxpayer name G3 ENERGY, LLC				Secretary of State (SOS) file number or Comptroller file number 0800345303	
Mailing address PIER 1, BAY 3					
City SAN FRANCISCO	State CA	ZIP Code 94111	Plus 4		

Check box if there are currently no changes from previous year; if no information is displayed, complete the applicable information in Sections A, B and C.

Principal office PIER 1, BAY 3 SAN FRANCISCO, CA 94111
Principal place of business PIER 1, BAY 3 SAN FRANCISCO, CA 94111



Please sign below!

Officer, director and member information is reported as of the date a Public Information Report is completed. The information is updated annually as part of the franchise tax report. There is no requirement or procedure for supplementing the information as officers, directors, or members change throughout the year.

SECTION A Name, title and mailing address of each officer, director or member.

Name PATTERN RENEWABLES LP	Title MEMBER	Director <input type="checkbox"/> YES	Term expiration m m d d y y
Mailing address PIER 1, BAY 3	City SAN FRANCISCO	State CA	ZIP Code 94111
Name	Title	Director <input type="checkbox"/> YES	Term expiration m m d d y y
Mailing address	City	State	ZIP Code
Name	Title	Director <input type="checkbox"/> YES	Term expiration m m d d y y
Mailing address	City	State	ZIP Code

SECTION B Enter the information required for each corporation or LLC, if any, in which this entity owns an interest of 10 percent or more.

Name of owned (subsidiary) corporation or limited liability company CHOLLA WIND ENERGY, LLC	State of formation DE	Texas SOS file number, if any	Percentage of ownership 50%
Name of owned (subsidiary) corporation or limited liability company	State of formation	Texas SOS file number, if any	Percentage of ownership

SECTION C Enter the information required for each corporation or LLC, if any, that owns an interest of 10 percent or more in this entity or limited liability company.

Name of owned (parent) corporation or limited liability company	State of formation	Texas SOS file number, if any	Percentage of ownership
-----------------------------------------------------------------	--------------------	-------------------------------	-------------------------

Registered agent and registered office currently on file. (see instructions if you need to make changes) Check box if you need forms to change Agent: CORPORATION SERVICE COMPANY the registered agent or registered office information.

Office: 211 E. 7TH STREET SUITE 620	City AUSTIN	State TX	ZIP Code 78701
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The above information is required by Section 171.203 of the Tax Code for each corporation or limited liability company that files a Texas Franchise Tax Report. Use additional sheets for Sections A, B, and C, if necessary. The information will be available for public inspection.

I declare that the information in this document and any attachments is true and correct to the best of my knowledge and belief, as of the date below, and that a copy of this report has been mailed to each person named in this report who is an officer, director or member and who is not currently employed by this, or a related, corporation or limited liability company.

Sign here	Title Treasurer	Date 11/14/12	Area code and phone number 415 283 4000
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Texas Comptroller Official Use Only



VE/DE <input type="radio"/>	PIR IND <input type="radio"/>
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TX2012

Ver. 3.0

05-102

(Rev.9-11/30)

Texas Franchise Tax Public Information Report

To be filed by Corporations, Limited Liability Companies (LLC) and Financial Institutions

This report MUST be signed and filed to satisfy franchise tax requirements

■ Tcode 13196

■ Taxpayer number

■ Report year

You have certain rights under Chapter 552 and 559, Government Code, to review, request, and correct information we have on file about you. Contact us at (800) 252-1381 or (512) 463-4600.

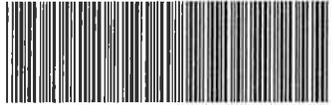
32037567727

2012

Taxpayer name MAJESTIC WIND POWER 2 LLC				Secretary of State (SOS) file number or Comptroller file number	
Mailing address PIER 1, BAY 3					
City SAN FRANCISCO	State CA	ZIP Code 94111	Plus 4	0801006720	

Check box if there are currently no changes from previous year; if no information is displayed, complete the applicable information in Sections A, B and C.

Principal office PIER 1, BAY 3 SAN FRANCISCO, CA 94111
Principal place of business PIER 1, BAY 3 SAN FRANCISCO, CA 94111



3203756772712

Please sign below!

Officer, director and member information is reported as of the date a Public Information Report is completed. The information is updated annually as part of the franchise tax report. There is no requirement or procedure for supplementing the information as officers, directors, or members change throughout the year.

SECTION A Name, title and mailing address of each officer, director or member.

Name PATTERN RENEWABLES LP	Title MEMBER	Director <input type="checkbox"/> YES	Term expiration m m d d y y
Mailing address PIER 1, BAY 3	City SAN FRANCISCO	State CA	ZIP Code 94111
Name	Title	Director <input type="checkbox"/> YES	Term expiration m m d d y y
Mailing address	City	State	ZIP Code
Name	Title	Director <input type="checkbox"/> YES	Term expiration m m d d y y
Mailing address	City	State	ZIP Code

SECTION B Enter the information required for each corporation or LLC, if any, in which this entity owns an interest of 10 percent or more.

Name of owned (subsidiary) corporation or limited liability company	State of formation	Texas SOS file number, if any	Percentage of ownership
Name of owned (subsidiary) corporation or limited liability company	State of formation	Texas SOS file number, if any	Percentage of ownership

SECTION C Enter the information required for each corporation or LLC, if any, that owns an interest of 10 percent or more in this entity or limited liability company.

Name of owned (parent) corporation or limited liability company	State of formation	Texas SOS file number, if any	Percentage of ownership
-----------------------------------------------------------------	--------------------	-------------------------------	-------------------------

Registered agent and registered office currently on file. (see instructions if you need to make changes); Check box if you need forms to change Agent: CORPORATION SERVICE COMPANY the registered agent or registered office information.

Office: 211 E. 7TH STREET SUITE 620	City AUSTIN	State TX	ZIP Code 78701
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The above information is required by Section 171.203 of the Tax Code for each corporation or limited liability company that files a Texas Franchise Tax Report. Use additional sheets for Sections A, B, and C, if necessary. The information will be available for public inspection.

I declare that the information in this document and any attachments is true and correct to the best of my knowledge and belief, as of the date below, and that a copy of this report has been mailed to each person named in this report who is an officer, director or member and who is not currently employed by this, or a related, corporation or limited liability company.

sign here	Title Treasurer	Date 11/14/12	Area code and phone number 415 283 4000
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TX2012

Ver. 3.0

05-102

(Rev.9-11/30)

Texas Franchise Tax Public Information Report

To be filed by Corporations, Limited Liability Companies (LLC) and Financial Institutions

This report MUST be signed and filed to satisfy franchise tax requirements

Tcode 13196

Taxpayer number

Report year

You have certain rights under Chapter 552 and 559, Government Code, to review, request, and correct information we have on file about you. Contact us at (800) 252-1381 or (512) 463-4600.

32034712607

2012

Taxpayer name NAVARRO GENERATING LLC				Secretary of State (SOS) file number or Comptroller file number	
Mailing address PIER 1, BAY 3					
City SAN FRANCISCO	State CA	ZIP Code 94111	Plus 4	0800937623	

Check box if there are currently no changes from previous year; if no information is displayed, complete the applicable information in Sections A, B and C.

Principal office PIER 1, BAY 3 SAN FRANCISCO, CA 94111
Principal place of business PIER 1, BAY 3 SAN FRANCISCO, CA 94111



3203471260712

Please sign below!

Officer, director and member information is reported as of the date a Public Information Report is completed. The information is updated annually as part of the franchise tax report. There is no requirement or procedure for supplementing the information as officers, directors, or members change throughout the year.

SECTION A Name, title and mailing address of each officer, director or member.

Name PATTERN TRANSMISSION LP	Title MEMBER	Director <input type="checkbox"/> YES	Term expiration m m d d y y
Mailing address PIER 1, BAY 3	City SAN FRANCISCO	State CA	ZIP Code 94111
Name	Title	Director <input type="checkbox"/> YES	Term expiration m m d d y y
Mailing address	City	State	ZIP Code
Name	Title	Director <input type="checkbox"/> YES	Term expiration m m d d y y
Mailing address	City	State	ZIP Code

SECTION B Enter the information required for each corporation or LLC, if any, in which this entity owns an interest of 10 percent or more.

Name of owned (subsidiary) corporation or limited liability company	State of formation	Texas SOS file number, if any	Percentage of ownership
Name of owned (subsidiary) corporation or limited liability company	State of formation	Texas SOS file number, if any	Percentage of ownership

SECTION C Enter the information required for each corporation or LLC, if any, that owns an interest of 10 percent or more in this entity or limited liability company.

Name of owned (parent) corporation or limited liability company	State of formation	Texas SOS file number, if any	Percentage of ownership
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Registered agent and registered office currently on file. (see instructions if you need to make changes); Check box if you need forms to change the registered agent or registered office information.

Agent: CORPORATION SERVICE COMPANY	Office: 211 E. 7TH STREET SUITE 620	City: AUSTIN	State: TX	ZIP Code: 78701
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The above information is required by Section 171.203 of the Tax Code for each corporation or limited liability company that files a Texas Franchise Tax Report. Use additional sheets for Sections A, B, and C, if necessary. The information will be available for public inspection.

I declare that the information in this document and any attachments is true and correct to the best of my knowledge and belief, as of the date below, and that a copy of this report has been mailed to each person named in this report who is an officer, director or member and who is not currently employed by this, or a related, corporation or limited liability company.

Sign here	Title Transuace	Date 11/14/12	Area code and phone number 415 283 4000
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Texas Comptroller Official Use Only



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Texas Franchise Tax Public Information Report

To be filed by Corporations, Limited Liability Companies (LLC) and Financial Institutions

This report MUST be signed and filed to satisfy franchise tax requirements

Tcode 13196

■ Taxpayer number 32025738983	■ Report year 2012	You have certain rights under Chapter 552 and 559, Government Code, to review, request, and correct information we have on file about you. Contact us at (800) 252-1381 or (512) 463-4600.
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Taxpayer name PATTERN PANHANDLE WIND LLC				Secretary of State (SOS) file number or Comptroller file number 0800768213	
Mailing address PIER 1, BAY 3					
City SAN FRANCISCO	State CA	ZIP Code 94111	Plus 4		

Check box if there are currently no changes from previous year; if no information is displayed, complete the applicable information in Sections A, B and C.

Principal office PIER 1, BAY 3 SAN FRANCISCO, CA 94111
Principal place of business PIER 1, BAY 3 SAN FRANCISCO, CA 94111



Please sign below!

Officer, director and member information is reported as of the date a Public Information Report is completed. The information is updated annually as part of the franchise tax report. There is no requirement or procedure for supplementing the information as officers, directors, or members change throughout the year.

SECTION A Name, title and mailing address of each officer, director or member.

Name PATTERN RENEWABLES LP	Title MEMBER	Director <input type="checkbox"/> YES	Term expiration m m d d y y
Mailing address PIER 1, BAY 3	City SAN FRANCISCO	State CA	ZIP Code 94111
Name	Title	Director <input type="checkbox"/> YES	Term expiration m m d d y y
Mailing address	City	State	ZIP Code
Name	Title	Director <input type="checkbox"/> YES	Term expiration m m d d y y
Mailing address	City	State	ZIP Code

SECTION B Enter the information required for each corporation or LLC, if any, in which this entity owns an interest of 10 percent or more.

Name of owned (subsidiary) corporation or limited liability company	State of formation	Texas SOS file number, if any	Percentage of ownership
Name of owned (subsidiary) corporation or limited liability company	State of formation	Texas SOS file number, if any	Percentage of ownership

SECTION C Enter the information required for each corporation or LLC, if any, that owns an interest of 10 percent or more in this entity or limited liability company.

Name of owned (parent) corporation or limited liability company	State of formation	Texas SOS file number, if any	Percentage of ownership
-----------------------------------------------------------------	--------------------	-------------------------------	-------------------------

Registered agent and registered office currently on file. (see instructions if you need to make changes); Check box if you need forms to change the registered agent or registered office information.

Agent: CORPORATION SERVICE COMPANY	Office: 211 E. 7TH STREET SUITE 620	City: AUSTIN	State: TX	ZIP Code: 78701
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The above information is required by Section 171.203 of the Tax Code for each corporation or limited liability company that files a Texas Franchise Tax Report. Use additional sheets for Sections A, B, and C, if necessary. The information will be available for public inspection.

I declare that the information in this document and any attachments is true and correct to the best of my knowledge and belief, as of the date below, and that a copy of this report has been mailed to each person named in this report who is an officer, director or member and who is not currently employed by this, or a related, corporation or limited liability company.

Sign here	Title TREASURER	Date 11/14/12	Area code and phone number 415 283 4000
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VE/DE <input type="radio"/>	PIR IND <input type="radio"/>	<input type="radio"/>
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TX2012

Ver. 3.0

05-102

(Rev.9-11/30)

Texas Franchise Tax Public Information Report

To be filed by Corporations, Limited Liability Companies (LLC) and Financial Institutions

This report **MUST** be signed and filed to satisfy franchise tax requirements

■ Tcode 13196

■ Taxpayer number

■ Report year

You have certain rights under Chapter 552 and 559, Government Code, to review, request, and correct information we have on file about you. Contact us at (800) 252-1381 or (512) 463-4600.

32017899256

2012

Taxpayer name SAND HILLS WIND POWER LLC				Secretary of State (SOS) file number or Comptroller file number	
Mailing address PIER 1, BAY 3					
City SAN FRANCISCO	State CA	ZIP Code 94111	Plus 4	0800524645	

Check box if there are currently no changes from previous year; if no information is displayed, complete the applicable information in Sections A, B and C.

Principal office PIER 1, BAY 3 SAN FRANCISCO, CA 94111
Principal place of business PIER 1, BAY 3 SAN FRANCISCO, CA 94111



3201789925612

Please sign below!

Officer, director and member information is reported as of the date a Public Information Report is completed. The information is updated annually as part of the franchise tax report. There is no requirement or procedure for supplementing the information as officers, directors, or members change throughout the year.

SECTION A Name, title and mailing address of each officer, director or member.

Name	Title	Director	Term expiration
PATTERN RENEWABLES LP	MEMBER	<input type="checkbox"/> YES	m m d d y y
Mailing address PIER 1, BAY 3	City SAN FRANCISCO	State CA	ZIP Code 94111
Name	Title	Director	Term expiration
Mailing address	City	State	ZIP Code
Name	Title	Director	Term expiration
Mailing address	City	State	ZIP Code

SECTION B Enter the information required for each corporation or LLC, if any, in which this entity owns an interest of 10 percent or more.

Name of owned (subsidiary) corporation or limited liability company	State of formation	Texas SOS file number, if any	Percentage of ownership
Name of owned (subsidiary) corporation or limited liability company	State of formation	Texas SOS file number, if any	Percentage of ownership

SECTION C Enter the information required for each corporation or LLC, if any, that owns an interest of 10 percent or more in this entity or limited liability company.

Name of owned (parent) corporation or limited liability company	State of formation	Texas SOS file number, if any	Percentage of ownership
Name of owned (parent) corporation or limited liability company	State of formation	Texas SOS file number, if any	Percentage of ownership

Registered agent and registered office currently on file. (see instructions if you need to make changes); Check box if you need forms to change the registered agent or registered office information.

Agent: CORPORATION SERVICE COMPANY	Office: 211 E. 7TH STREET SUITE 620	City: AUSTIN	State: TX	ZIP Code: 78701
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The above information is required by Section 171.203 of the Tax Code for each corporation or limited liability company that files a Texas Franchise Tax Report. Use additional sheets for Sections A, B, and C, if necessary. The information will be available for public inspection.

I declare that the information in this document and any attachments is true and correct to the best of my knowledge and belief, as of the date below, and that a copy of this report has been mailed to each person named in this report who is an officer, director or member and who is not currently employed by this, or a related, corporation or limited liability company.

sign here	Title Treasurer	Date 11/14/12	Area code and phone number 415 283 4000
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Texas Comptroller Official Use Only



VE/DE	<input type="radio"/>	PIR IND	<input type="radio"/>
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Texas Franchise Tax Public Information Report

To be filed by Corporations, Limited Liability Companies (LLC) and Financial Institutions
This report MUST be signed and filed to satisfy franchise tax requirements

■ Tcode 13196

■ Taxpayer number 32039155034	■ Report year 2012	You have certain rights under Chapter 552 and 559, Government Code, to review, request, and correct information we have on file about you. Contact us at (800) 252-1381 or (512) 463-4600.
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Taxpayer name TEXAS GULF WIND 2 LLC				Secretary of State (SOS) file number or Comptroller file number 0801101943	
Mailing address PIER 1, BAY 3					
City SAN FRANCISCO	State CA	ZIP Code 94111	Plus 4		

Check box if there are currently no changes from previous year; if no information is displayed, complete the applicable information in Sections A, B and C.

Principal office PIER 1, BAY 3 SAN FRANCISCO, CA 94111
Principal place of business PIER 1, BAY 3 SAN FRANCISCO, CA 94111



Please sign below!

Officer, director and member information is reported as of the date a Public Information Report is completed. The information is updated annually as part of the franchise tax report. There is no requirement or procedure for supplementing the information as officers, directors, or members change throughout the year.

SECTION A Name, title and mailing address of each officer, director or member.

Name	Title	Director	Term expiration
PATTERN RENEWABLES LP	MEMBER	<input type="checkbox"/> YES	m m d d y y
Mailing address PIER 1, BAY 3	City SAN FRANCISCO	State CA	ZIP Code 94111
Name	Title	Director	Term expiration
Mailing address	City	State	ZIP Code
Name	Title	Director	Term expiration
Mailing address	City	State	ZIP Code

SECTION B Enter the information required for each corporation or LLC, if any, in which this entity owns an interest of 10 percent or more.

Name of owned (subsidiary) corporation or limited liability company	State of formation	Texas SOS file number, if any	Percentage of ownership
Name of owned (subsidiary) corporation or limited liability company	State of formation	Texas SOS file number, if any	Percentage of ownership

SECTION C Enter the information required for each corporation or LLC, if any, that owns an interest of 10 percent or more in this entity or limited liability company.

Name of owned (parent) corporation or limited liability company	State of formation	Texas SOS file number, if any	Percentage of ownership
-----------------------------------------------------------------	--------------------	-------------------------------	-------------------------

Registered agent and registered office currently on file. (see instructions if you need to make changes); Agent: CORPORATION SERVICE COMPANY	<input type="checkbox"/> Check box if you need forms to change the registered agent or registered office information.
Office: 211 E. 7TH STREET SUITE 620	City: AUSTIN
State: TX	ZIP Code: 78701

The above information is required by Section 171.203 of the Tax Code for each corporation or limited liability company that files a Texas Franchise Tax Report. Use additional sheets for Sections A, B, and C, if necessary. The information will be available for public inspection.

I declare that the information in this document and any attachments is true and correct to the best of my knowledge and belief, as of the date below, and that a copy of this report has been mailed to each person named in this report who is an officer, director or member and who is not currently employed by this, or a related, corporation or limited liability company.

sign here	Title Treasurer	Date 11/14/12	Area code and phone number 415 283 4000
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Texas Comptroller Official Use Only



VE/DE	<input type="radio"/>	PIR IND	<input type="radio"/>
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TX2012

Ver. 3.0

05-102

(Rev.9-11/30)

Texas Franchise Tax Public Information Report

To be filed by Corporations, Limited Liability Companies (LLC) and Financial Institutions

This report **MUST** be signed and filed to satisfy franchise tax requirements

■ Tcode 13196

■ Taxpayer number

■ Report year

You have certain rights under Chapter 552 and 559, Government Code, to review, request, and correct information we have on file about you. Contact us at (800) 252-1381 or (512) 463-4600.

32041601041

2012

Taxpayer name
PATTERN OPERATORS LP

Mailing address
PIER 1, BAY 3

Secretary of State (SOS) file number or
Comptroller file number

City
SAN FRANCISCO

State
CA

ZIP Code
94111

Plus 4

0801253780

Check box if there are currently no changes from previous year; if no information is displayed, complete the applicable information in Sections A, B and C.

Principal office
PIER 1, BAY 3 SAN FRANCISCO, CA 94111

Principal place of business
PIER 1, BAY 3 SAN FRANCISCO, CA 94111



3204160104112

Please sign below!

Officer, director and member information is reported as of the date a Public Information Report is completed. The information is updated annually as part of the franchise tax report. There is no requirement or procedure for supplementing the information as officers, directors, or members change throughout the year.

SECTION A Name, title and mailing address of each officer, director or member.

Name	Title	Director	Term expiration
PATTERN ENERGY GROUP LP	MEMBER	<input type="checkbox"/> YES	m m d d y y
Mailing address PIER 1, BAY 3	City SAN FRANCISCO	State CA	ZIP Code 94111
Name	Title	Director	Term expiration
Mailing address	City	State	ZIP Code
Name	Title	Director	Term expiration
Mailing address	City	State	ZIP Code

SECTION B Enter the information required for each corporation or LLC, if any, in which this entity owns an interest of 10 percent or more.

Name of owned (subsidiary) corporation or limited liability company	State of formation	Texas SOS file number, if any	Percentage of ownership
Name of owned (subsidiary) corporation or limited liability company	State of formation	Texas SOS file number, if any	Percentage of ownership

SECTION C Enter the information required for each corporation or LLC, if any, that owns an interest of 10 percent or more in this entity or limited liability company.

Name of owned (parent) corporation or limited liability company	State of formation	Texas SOS file number, if any	Percentage of ownership
Name of owned (parent) corporation or limited liability company	State of formation	Texas SOS file number, if any	Percentage of ownership

Registered agent and registered office currently on file. (see instructions if you need to make changes); Check box if you need forms to change Agent: CORPORATION SERVICE COMPANY the registered agent or registered office information.

Office: 211 E. 7TH STREET SUITE 620 City: AUSTIN State: TX ZIP Code: 78701

The above information is required by Section 171.203 of the Tax Code for each corporation or limited liability company that files a Texas Franchise Tax Report. Use additional sheets for Sections A, B, and C, if necessary. The information will be available for public inspection.

I declare that the information in this document and any attachments is true and correct to the best of my knowledge and belief, as of the date below, and that a copy of this report has been mailed to each person named in this report who is an officer, director or member and who is not currently employed by this, or a related, corporation or limited liability company.

Signature: [Signature] Title: Treasurer Date: 11/14/12 Area code and phone number: 415 283 4000

Texas Comptroller Official Use Only



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TX2012

Ver. 3.0 05-102 (Rev.9-11/30)

Texas Franchise Tax Public Information Report

To be filed by Corporations, Limited Liability Companies (LLC) and Financial Institutions
This report MUST be signed and filed to satisfy franchise tax requirements

Tcode 13196

<input checked="" type="checkbox"/> Taxpayer number 270279717	<input checked="" type="checkbox"/> Report year 2012	You have certain rights under Chapter 552 and 559, Government Code, to review, request, and correct information we have on file about you. Contact us at (800) 252-1381 or (512) 463-4600.
------------------------------------------------------------------	---------------------------------------------------------	---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

Taxpayer name PATTERN GULF WIND EQUITY LLC				Secretary of State (SOS) file number or Comptroller file number
Mailing address PIER 1, BAY 3				
City SAN FRANCISCO	State CA	ZIP Code 94111	Plus 4	

Check box if there are currently no changes from previous year; if no information is displayed, complete the applicable information in Sections A, B and C.

Principal office PIER 1, BAY 3 SAN FRANCISCO, CA 94111
Principal place of business PIER 1, BAY 3 SAN FRANCISCO, CA 94111



0270279717012

Please sign below!

Officer, director and member information is reported as of the date a Public Information Report is completed. The information is updated annually as part of the franchise tax report. There is no requirement or procedure for supplementing the information as officers, directors, or members change throughout the year.

SECTION A Name, title and mailing address of each officer, director or member.

Name PATTERN ENERGY GROUP LP	Title MEMBER	Director <input type="checkbox"/> YES	Term expiration m m d d y y
Mailing address PIER 1, BAY 3	City SAN FRANCISCO	State CA	ZIP Code 94111
Name	Title	Director <input type="checkbox"/> YES	Term expiration m m d d y y
Mailing address	City	State	ZIP Code
Name	Title	Director <input type="checkbox"/> YES	Term expiration m m d d y y
Mailing address	City	State	ZIP Code

SECTION B Enter the information required for each corporation or LLC, if any, in which this entity owns an interest of 10 percent or more.

Name of owned (subsidiary) corporation or limited liability company PATTERN GULF WIND HOLDINGS LLC	State of formation DE	Texas SOS file number, if any	Percentage of ownership 48.46%
Name of owned (subsidiary) corporation or limited liability company	State of formation	Texas SOS file number, if any	Percentage of ownership

SECTION C Enter the information required for each corporation or LLC, if any, that owns an interest of 10 percent or more in this entity or limited liability company.

Name of owned (parent) corporation or limited liability company	State of formation	Texas SOS file number, if any	Percentage of ownership
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Registered agent and registered office currently on file. (see instructions if you need to make changes) Check box if you need forms to change the registered agent or registered office information.

Agent: CORPORATION SERVICE COMPANY	Office: 211 E. 7TH STREET SUITE 620	City: AUSTIN	State: TX	ZIP Code: 78701
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The above information is required by Section 171.203 of the Tax Code for each corporation or limited liability company that files a Texas Franchise Tax Report. Use additional sheets for Sections A, B, and C, if necessary. The information will be available for public inspection.

I declare that the information in this document and any attachments is true and correct to the best of my knowledge and belief, as of the date below, and that a copy of this report has been mailed to each person named in this report who is an officer, director or member and who is not currently employed by this, or a related, corporation or limited liability company.

Sign here	Title Treasurer	Date 11/14/12	Area code and phone number 415 253 4000
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Texas Franchise Tax Affiliate Schedule

Tcode 13253 ANNUAL

Reporting entity taxpayer number	Report year	Reporting entity taxpayer name
32039702439	2012	PATTERN ENERGY GROUP LP

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

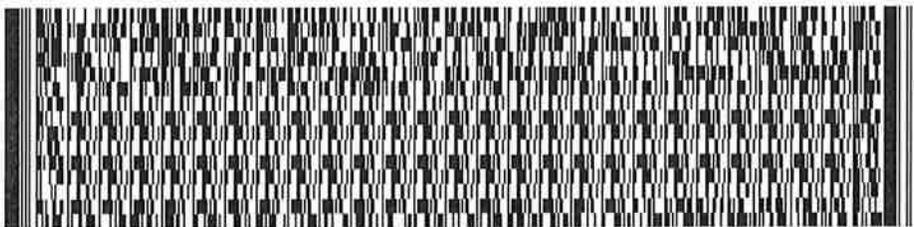
1. Legal name of affiliate		2. Affiliate taxpayer number (if none, use FEI number)	3. Affiliate NAICS code
PATTERN ENERGY GROUP LP		32039702439	221100
4. Check box if entity is disregarded for franchise tax	5. Check box if this affiliate does NOT have NEXUS in Texas	6. Affiliate reporting begin date m m d d y y	7. Affiliate reporting end date m m d d y y
<input type="checkbox"/>	<input type="checkbox"/>	010111	123111
8. Gross receipts subject to throwback in other states (before eliminations)		9. Gross receipts everywhere (before eliminations)	
0 .00		61753531 .00	
10. Gross receipts in Texas (before eliminations)		11. Cost of goods sold or compensation (before eliminations)	
571502 .00		0 .00	
Check box if this is a Corporation or Limited Liability Company <input type="checkbox"/>		Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>	

1. Legal name of affiliate		2. Affiliate taxpayer number (if none, use FEI number)	3. Affiliate NAICS code
PATTERN ENERGY GROUP HOLDINGS LP		32039702397	221100
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
<input type="checkbox"/>	<input type="checkbox"/>	010111	123111
8. Gross receipts subject to throwback in other states (before eliminations)		9. Gross receipts everywhere (before eliminations)	
0 .00		36050 .00	
10. Gross receipts in Texas (before eliminations)		11. Cost of goods sold or compensation (before eliminations)	
0 .00		0 .00	
Check box if this is a Corporation or Limited Liability Company <input type="checkbox"/>		Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>	

1. Legal name of affiliate		2. Affiliate taxpayer number (if none, use FEI number)	3. Affiliate NAICS code
G3 ENERGY, LLC		11342124333	221100
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
<input type="checkbox"/>	<input type="checkbox"/>	010111	123111
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	
Check box if this is a Corporation or Limited Liability Company <input checked="" type="checkbox"/>		Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>	

The reporting entity of a combined group with a temporary credit for business loss carryforwards preserved for itself and/or affiliates must electronically submit common owner information online at window.texas.gov/commonowner/. This information must be provided to satisfy franchise tax reporting requirements. 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



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Texas Franchise Tax Affiliate Schedule

Tcode 13253 ANNUAL

■ Reporting entity taxpayer number 32039702439	■ Report year 2012	Reporting entity taxpayer name PATTERN ENERGY GROUP LP
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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 MAJESTIC WIND POWER 2 LLC	■ 2. Affiliate taxpayer number (if none, use FEI number) 32037567727	■ 3. Affiliate NAICS code 221100
----------------------------------------------------------------	--------------------------------------------------------------------------------	--------------------------------------------

4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input type="checkbox"/>	■ 6. Affiliate reporting begin date m m d d y y 010111	■ 7. Affiliate reporting end date m m d d y y 123111
-------------------------------------------------------------------------------------	-----------------------------------------------------------------------------------------	---------------------------------------------------------------------	-------------------------------------------------------------------

■ 8. Gross receipts subject to throwback in other states (before eliminations) 0 .00	■ 9. Gross receipts everywhere (before eliminations) 0 .00
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■ 10. Gross receipts in Texas (before eliminations) 0 .00	■ 11. Cost of goods sold or compensation (before eliminations) 0 .00
---------------------------------------------------------------------	--------------------------------------------------------------------------------

Check box if this is a Corporation or Limited Liability Company Check box if this is an Entity other than a Corporation or Limited Liability Company

1. Legal name of affiliate NAVARRO GENERATING LLC	■ 2. Affiliate taxpayer number (if none, use FEI number) 32034712607	■ 3. Affiliate NAICS code 221100
-------------------------------------------------------------	--------------------------------------------------------------------------------	--------------------------------------------

4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input type="checkbox"/>	■ 6. Affiliate reporting begin date m m d d y y 010111	■ 7. Affiliate reporting end date m m d d y y 123111
-------------------------------------------------------------------------------------	-----------------------------------------------------------------------------------------	---------------------------------------------------------------------	-------------------------------------------------------------------

■ 8. Gross receipts subject to throwback in other states (before eliminations) 0 .00	■ 9. Gross receipts everywhere (before eliminations) 0 .00
------------------------------------------------------------------------------------------------	----------------------------------------------------------------------

■ 10. Gross receipts in Texas (before eliminations) 0 .00	■ 11. Cost of goods sold or compensation (before eliminations) 0 .00
---------------------------------------------------------------------	--------------------------------------------------------------------------------

Check box if this is a Corporation or Limited Liability Company Check box if this is an Entity other than a Corporation or Limited Liability Company

1. Legal name of affiliate PATTERN PANHANDLE WIND LLC	■ 2. Affiliate taxpayer number (if none, use FEI number) 32025738983	■ 3. Affiliate NAICS code 221100
-----------------------------------------------------------------	--------------------------------------------------------------------------------	--------------------------------------------

4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input type="checkbox"/>	■ 6. Affiliate reporting begin date m m d d y y 010111	■ 7. Affiliate reporting end date m m d d y y 123111
-------------------------------------------------------------------------------------	-----------------------------------------------------------------------------------------	---------------------------------------------------------------------	-------------------------------------------------------------------

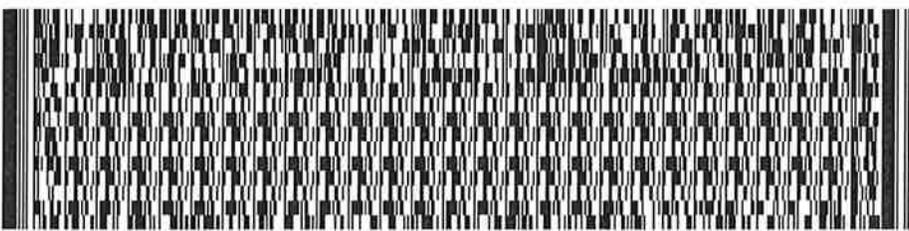
■ 8. Gross receipts subject to throwback in other states (before eliminations) 0 .00	■ 9. Gross receipts everywhere (before eliminations) 0 .00
------------------------------------------------------------------------------------------------	----------------------------------------------------------------------

■ 10. Gross receipts in Texas (before eliminations) 0 .00	■ 11. Cost of goods sold or compensation (before eliminations) 0 .00
---------------------------------------------------------------------	--------------------------------------------------------------------------------

Check box if this is a Corporation or Limited Liability Company Check box if this is an Entity other than a Corporation or Limited Liability Company

The reporting entity of a combined group with a temporary credit for business loss carryforwards preserved for itself and/or affiliates must electronically submit common owner information online at window.texas.gov/commonowner/. This information must be provided to satisfy franchise tax reporting requirements. 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.

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Texas Franchise Tax Affiliate Schedule

Tcode 13253 ANNUAL

■ Reporting entity taxpayer number 32039702439	■ Report year 2012	Reporting entity taxpayer name PATTERN ENERGY GROUP LP
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Reporting entity must be included on Affiliate Schedule. Affiliate reporting period dates must be within combined group's accounting period dates.

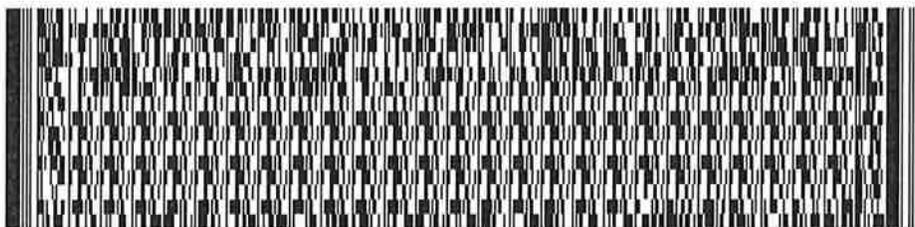
1. Legal name of affiliate SAND HILLS WIND POWER LLC		■ 2. Affiliate taxpayer number (if none, use FEI number) 32017899256	■ 3. Affiliate NAICS code 221100
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input type="checkbox"/>	■ 6. Affiliate reporting begin date m m d d y y 010111	■ 7. Affiliate reporting end date m m d d y y 123111
■ 8. Gross receipts subject to throwback in other states (before eliminations) 0 .00		■ 9. Gross receipts everywhere (before eliminations) 0 .00	
■ 10. Gross receipts in Texas (before eliminations) 0 .00		■ 11. Cost of goods sold or compensation (before eliminations) 0 .00	
Check box if this is a Corporation or Limited Liability Company <input type="checkbox"/>		Check box if this is an Entity other than a Corporation or Limited Liability Company <input checked="" type="checkbox"/>	

1. Legal name of affiliate TEXAS GULF WIND 2 LLC		■ 2. Affiliate taxpayer number (if none, use FEI number) 32039155034	■ 3. Affiliate NAICS code 221100
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input type="checkbox"/>	■ 6. Affiliate reporting begin date m m d d y y 010111	■ 7. Affiliate reporting end date m m d d y y 123111
■ 8. Gross receipts subject to throwback in other states (before eliminations) 0 .00		■ 9. Gross receipts everywhere (before eliminations) 0 .00	
■ 10. Gross receipts in Texas (before eliminations) 0 .00		■ 11. Cost of goods sold or compensation (before eliminations) 0 .00	
Check box if this is a Corporation or Limited Liability Company <input checked="" type="checkbox"/>		Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>	

1. Legal name of affiliate PATTERN OPERATORS LP		■ 2. Affiliate taxpayer number (if none, use FEI number) 32041601041	■ 3. Affiliate NAICS code 221100
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input type="checkbox"/>	■ 6. Affiliate reporting begin date m m d d y y 010111	■ 7. Affiliate reporting end date m m d d y y 123111
■ 8. Gross receipts subject to throwback in other states (before eliminations) 0 .00		■ 9. Gross receipts everywhere (before eliminations) 1473198 .00	
■ 10. Gross receipts in Texas (before eliminations) 1473198 .00		■ 11. Cost of goods sold or compensation (before eliminations) 0 .00	
Check box if this is a Corporation or Limited Liability Company <input type="checkbox"/>		Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>	

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Texas Comptroller Official Use Only



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Texas Franchise Tax Affiliate Schedule

Tcode 13253 ANNUAL

■ Reporting entity taxpayer number 32039702439	■ Report year 2012	Reporting entity taxpayer name PATTERN ENERGY GROUP LP
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Reporting entity must be included on Affiliate Schedule. Affiliate reporting period dates must be within combined group's accounting period dates.

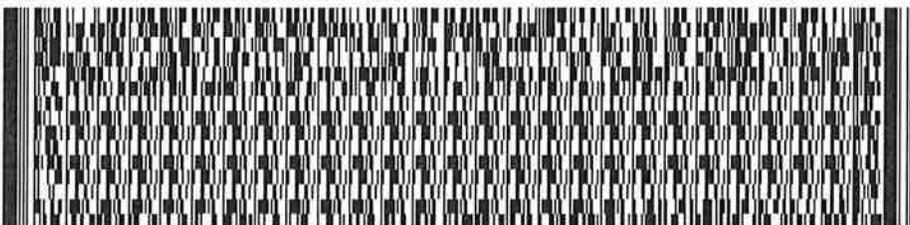
1. Legal name of affiliate PATTERN RENEWABLES DEVELOPMENT COMPANY LLC		■ 2. Affiliate taxpayer number (if none, use FEI number) 000000001	■ 3. Affiliate NAICS code 221100
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input checked="" type="checkbox"/>	■ 6. Affiliate reporting begin date m m d d y y 010111	■ 7. Affiliate reporting end date m m d d y y 123111
■ 8. Gross receipts subject to throwback in other states (before eliminations) 0 .00		■ 9. Gross receipts everywhere (before eliminations) 59050 .00	
■ 10. Gross receipts in Texas (before eliminations) 0 .00		■ 11. Cost of goods sold or compensation (before eliminations) 0 .00	
Check box if this is a Corporation or Limited Liability Company <input type="checkbox"/>		Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>	

1. Legal name of affiliate SPRING VALLEY WIND LLC		■ 2. Affiliate taxpayer number (if none, use FEI number) 204055793	■ 3. Affiliate NAICS code 221100
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input checked="" type="checkbox"/>	■ 6. Affiliate reporting begin date m m d d y y 010111	■ 7. Affiliate reporting end date m m d d y y 123111
■ 8. Gross receipts subject to throwback in other states (before eliminations) 0 .00		■ 9. Gross receipts everywhere (before eliminations) 0 .00	
■ 10. Gross receipts in Texas (before eliminations) 0 .00		■ 11. Cost of goods sold or compensation (before eliminations) 0 .00	
Check box if this is a Corporation or Limited Liability Company <input type="checkbox"/>		Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>	

1. Legal name of affiliate TRES VAQUEROS WIND FARMS, LLC		■ 2. Affiliate taxpayer number (if none, use FEI number) 000000004	■ 3. Affiliate NAICS code 221100
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input checked="" type="checkbox"/>	■ 6. Affiliate reporting begin date m m d d y y 010111	■ 7. Affiliate reporting end date m m d d y y 123111
■ 8. Gross receipts subject to throwback in other states (before eliminations) 0 .00		■ 9. Gross receipts everywhere (before eliminations) 149973 .00	
■ 10. Gross receipts in Texas (before eliminations) 0 .00		■ 11. Cost of goods sold or compensation (before eliminations) 0 .00	
Check box if this is a Corporation or Limited Liability Company <input type="checkbox"/>		Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>	

The reporting entity of a combined group with a temporary credit for business loss carryforwards preserved for itself and/or affiliates must electronically submit common owner information online at window.texas.gov/commonowner/. This information must be provided to satisfy franchise tax reporting requirements. 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



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Texas Franchise Tax Affiliate Schedule

Tcode 13253 ANNUAL

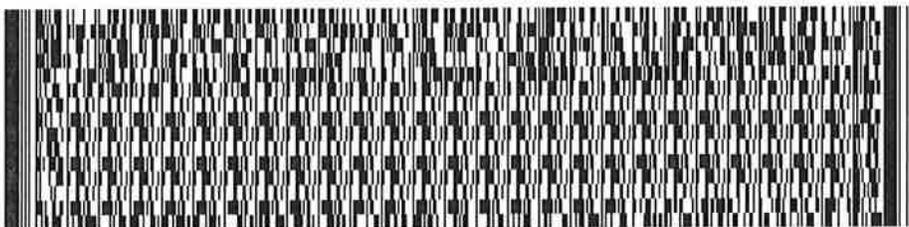
Reporting entity taxpayer number	Report year	Reporting entity taxpayer name
32039702439	2012	PATTERN ENERGY GROUP LP

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
RIPLEY-WESTFIELD WIND LLC		000000005	221100
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
<input type="checkbox"/>	<input checked="" type="checkbox"/>	010111	123111
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	
Check box if this is a Corporation or Limited Liability Company <input type="checkbox"/>		Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>	
1. Legal name of affiliate		2. Affiliate taxpayer number (if none, use FEI number)	3. Affiliate NAICS code
POLE CANYON WIND LLC		000000006	221100
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
<input type="checkbox"/>	<input checked="" type="checkbox"/>	010111	123111
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	
Check box if this is a Corporation or Limited Liability Company <input type="checkbox"/>		Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>	
1. Legal name of affiliate		2. Affiliate taxpayer number (if none, use FEI number)	3. Affiliate NAICS code
POLE CANYON TRANSMISSION INC.		264481956	221100
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
<input type="checkbox"/>	<input checked="" type="checkbox"/>	010111	123111
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	
Check box if this is a Corporation or Limited Liability Company <input type="checkbox"/>		Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>	

The reporting entity of a combined group with a temporary credit for business loss carryforwards preserved for itself and/or affiliates must electronically submit common owner information online at window.texas.gov/commonowner/. This information must be provided to satisfy franchise tax reporting requirements. 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



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Texas Franchise Tax Affiliate Schedule

Tcode 13253 ANNUAL

■ Reporting entity taxpayer number 32039702439	■ Report year 2012	Reporting entity taxpayer name PATTERN ENERGY GROUP LP
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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 CONCORD WIND POWER LLC		2. Affiliate taxpayer number (if none, use FEI number) 000000007	3. Affiliate NAICS code 221100
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input checked="" type="checkbox"/>	6. Affiliate reporting begin date m m d d y y 010111	7. Affiliate reporting end date m m d d y y 123111

8. Gross receipts subject to throwback in other states (before eliminations) 0 .00	9. Gross receipts everywhere (before eliminations) 0 .00
10. Gross receipts in Texas (before eliminations) 0 .00	11. Cost of goods sold or compensation (before eliminations) 0 .00
Check box if this is a Corporation or Limited Liability Company <input type="checkbox"/>	Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>

1. Legal name of affiliate EL PASO WIND, LLC		2. Affiliate taxpayer number (if none, use FEI number) 000000008	3. Affiliate NAICS code 221100
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input checked="" type="checkbox"/>	6. Affiliate reporting begin date m m d d y y 010111	7. Affiliate reporting end date m m d d y y 123111

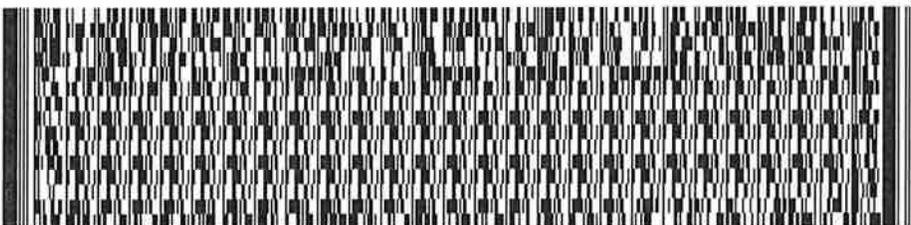
8. Gross receipts subject to throwback in other states (before eliminations) 0 .00	9. Gross receipts everywhere (before eliminations) 0 .00
10. Gross receipts in Texas (before eliminations) 0 .00	11. Cost of goods sold or compensation (before eliminations) 0 .00
Check box if this is a Corporation or Limited Liability Company <input type="checkbox"/>	Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>

1. Legal name of affiliate PATTERN PUERTO RICO WIND DEVELOPMENT LLC		2. Affiliate taxpayer number (if none, use FEI number) 000000009	3. Affiliate NAICS code 221100
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input checked="" type="checkbox"/>	6. Affiliate reporting begin date m m d d y y 010111	7. Affiliate reporting end date m m d d y y 123111

8. Gross receipts subject to throwback in other states (before eliminations) 0 .00	9. Gross receipts everywhere (before eliminations) 0 .00
10. Gross receipts in Texas (before eliminations) 0 .00	11. Cost of goods sold or compensation (before eliminations) 0 .00
Check box if this is a Corporation or Limited Liability Company <input type="checkbox"/>	Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>

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Texas Comptroller Official Use Only



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Texas Franchise Tax Affiliate Schedule

Tcode 13253 ANNUAL

■ Reporting entity taxpayer number 32039702439	■ Report year 2012	Reporting entity taxpayer name PATTERN ENERGY GROUP LP
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Reporting entity must be included on Affiliate Schedule. Affiliate reporting period dates must be within combined group's accounting period dates.

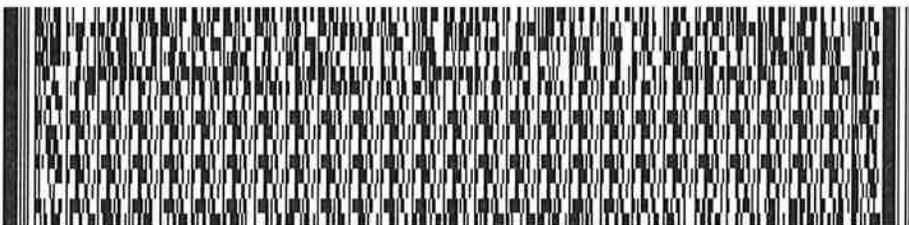
1. Legal name of affiliate ARAGONNE WIND II LLC		■ 2. Affiliate taxpayer number (if none, use FEI number) 000000010		■ 3. Affiliate NAICS code 221100	
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input checked="" type="checkbox"/>	■ 6. Affiliate reporting begin date m m d d y y 010111		■ 7. Affiliate reporting end date m m d d y y 123111	
■ 8. Gross receipts subject to throwback in other states (before eliminations) 0 .00		■ 9. Gross receipts everywhere (before eliminations) 0 .00			
■ 10. Gross receipts in Texas (before eliminations) 0 .00		■ 11. Cost of goods sold or compensation (before eliminations) 0 .00			
Check box if this is a Corporation or Limited Liability Company <input type="checkbox"/>			Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>		

1. Legal name of affiliate SELDOM SEEN WIND LLC		■ 2. Affiliate taxpayer number (if none, use FEI number) 000000012		■ 3. Affiliate NAICS code 221100	
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input checked="" type="checkbox"/>	■ 6. Affiliate reporting begin date m m d d y y 010111		■ 7. Affiliate reporting end date m m d d y y 123111	
■ 8. Gross receipts subject to throwback in other states (before eliminations) 0 .00		■ 9. Gross receipts everywhere (before eliminations) 9805 .00			
■ 10. Gross receipts in Texas (before eliminations) 0 .00		■ 11. Cost of goods sold or compensation (before eliminations) 0 .00			
Check box if this is a Corporation or Limited Liability Company <input type="checkbox"/>			Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>		

1. Legal name of affiliate HATCHET RIDGE WIND, LLC		■ 2. Affiliate taxpayer number (if none, use FEI number) 000000012		■ 3. Affiliate NAICS code 221100	
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input checked="" type="checkbox"/>	■ 6. Affiliate reporting begin date m m d d y y 010111		■ 7. Affiliate reporting end date m m d d y y 123111	
■ 8. Gross receipts subject to throwback in other states (before eliminations) 0 .00		■ 9. Gross receipts everywhere (before eliminations) 28070615 .00			
■ 10. Gross receipts in Texas (before eliminations) 0 .00		■ 11. Cost of goods sold or compensation (before eliminations) 20010613 .00			
Check box if this is a Corporation or Limited Liability Company <input type="checkbox"/>			Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>		

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Texas Franchise Tax Affiliate Schedule

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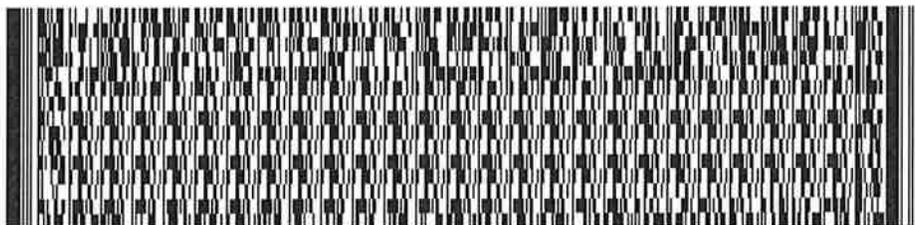
<input type="checkbox"/> Reporting entity taxpayer number	<input type="checkbox"/> Report year	Reporting entity taxpayer name
32039702439	2012	PATTERN ENERGY GROUP LP

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	
OCOTILLO EXPRESS LLC		000000013		221100	
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		
<input type="checkbox"/>	<input checked="" type="checkbox"/>	010111	123111		
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			
Check box if this is a Corporation or Limited Liability Company			Check box if this is an Entity other than a Corporation or Limited Liability Company		
<input type="checkbox"/>			<input type="checkbox"/>		
1. Legal name of affiliate		2. Affiliate taxpayer number (if none, use FEI number)		3. Affiliate NAICS code	
MONROE WIND, LLC		000000015		221100	
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		
<input type="checkbox"/>	<input checked="" type="checkbox"/>	010111	123111		
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			
Check box if this is a Corporation or Limited Liability Company			Check box if this is an Entity other than a Corporation or Limited Liability Company		
<input type="checkbox"/>			<input type="checkbox"/>		
1. Legal name of affiliate		2. Affiliate taxpayer number (if none, use FEI number)		3. Affiliate NAICS code	
PATTERN SANTA ISABEL LLC		000000016		221100	
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		
<input type="checkbox"/>	<input checked="" type="checkbox"/>	010111	123111		
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			
Check box if this is a Corporation or Limited Liability Company			Check box if this is an Entity other than a Corporation or Limited Liability Company		
<input type="checkbox"/>			<input type="checkbox"/>		

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Texas Franchise Tax Affiliate Schedule

Tcode 13253 ANNUAL

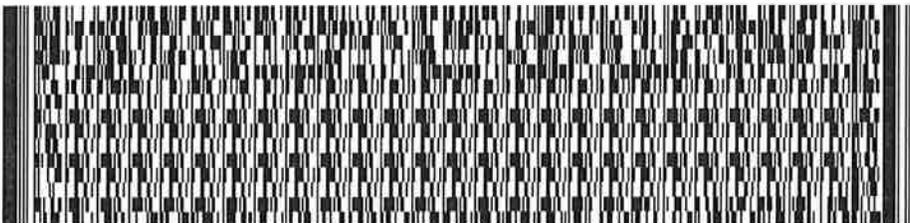
■ Reporting entity taxpayer number 32039702439	■ Report year 2012	Reporting entity taxpayer name PATTERN ENERGY GROUP LP
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Reporting entity must be included on Affiliate Schedule. Affiliate reporting period dates must be within combined group's accounting period dates.

1. Legal name of affiliate YOLO WIND LLC		■ 2. Affiliate taxpayer number (if none, use FEI number) 000000017		■ 3. Affiliate NAICS code 221100	
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input checked="" type="checkbox"/>	■ 6. Affiliate reporting begin date m m d d y y 010111		■ 7. Affiliate reporting end date m m d d y y 123111	
■ 8. Gross receipts subject to throwback in other states (before eliminations) 0 .00		■ 9. Gross receipts everywhere (before eliminations) 0 .00			
■ 10. Gross receipts in Texas (before eliminations) 0 .00		■ 11. Cost of goods sold or compensation (before eliminations) 0 .00			
Check box if this is a Corporation or Limited Liability Company <input type="checkbox"/>			Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>		
1. Legal name of affiliate PATTERN ARGENTINA HOLDINGS LLC		■ 2. Affiliate taxpayer number (if none, use FEI number) 000000018		■ 3. Affiliate NAICS code 221100	
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input checked="" type="checkbox"/>	■ 6. Affiliate reporting begin date m m d d y y 010111		■ 7. Affiliate reporting end date m m d d y y 123111	
■ 8. Gross receipts subject to throwback in other states (before eliminations) 0 .00		■ 9. Gross receipts everywhere (before eliminations) 0 .00			
■ 10. Gross receipts in Texas (before eliminations) 0 .00		■ 11. Cost of goods sold or compensation (before eliminations) 0 .00			
Check box if this is a Corporation or Limited Liability Company <input type="checkbox"/>			Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>		
1. Legal name of affiliate PATTERN LATIN AMERICA LLC		■ 2. Affiliate taxpayer number (if none, use FEI number) 000000019		■ 3. Affiliate NAICS code 221100	
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input checked="" type="checkbox"/>	■ 6. Affiliate reporting begin date m m d d y y 010111		■ 7. Affiliate reporting end date m m d d y y 123111	
■ 8. Gross receipts subject to throwback in other states (before eliminations) 0 .00		■ 9. Gross receipts everywhere (before eliminations) 0 .00			
■ 10. Gross receipts in Texas (before eliminations) 0 .00		■ 11. Cost of goods sold or compensation (before eliminations) 0 .00			
Check box if this is a Corporation or Limited Liability Company <input type="checkbox"/>			Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>		

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Texas Franchise Tax Affiliate Schedule

Tcode 13253 ANNUAL

■ Reporting entity taxpayer number 32039702439	■ Report year 2012	Reporting entity taxpayer name PATTERN ENERGY GROUP LP
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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 PATTERN CHILE HOLDINGS LLC		■ 2. Affiliate taxpayer number (if none, use FEI number) 000000020		■ 3. Affiliate NAICS code 221100	
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input checked="" type="checkbox"/>	■ 6. Affiliate reporting begin date m m d d y y 010111		■ 7. Affiliate reporting end date m m d d y y 123111	

■ 8. Gross receipts subject to throwback in other states (before eliminations) 0 .00	■ 9. Gross receipts everywhere (before eliminations) 161010 .00
■ 10. Gross receipts in Texas (before eliminations) 0 .00	■ 11. Cost of goods sold or compensation (before eliminations) 0 .00
Check box if this is a Corporation or Limited Liability Company <input type="checkbox"/>	Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>

1. Legal name of affiliate PATTERN TRANSMISSION LP		■ 2. Affiliate taxpayer number (if none, use FEI number) 000000021		■ 3. Affiliate NAICS code 221100	
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input checked="" type="checkbox"/>	■ 6. Affiliate reporting begin date m m d d y y 010111		■ 7. Affiliate reporting end date m m d d y y 123111	

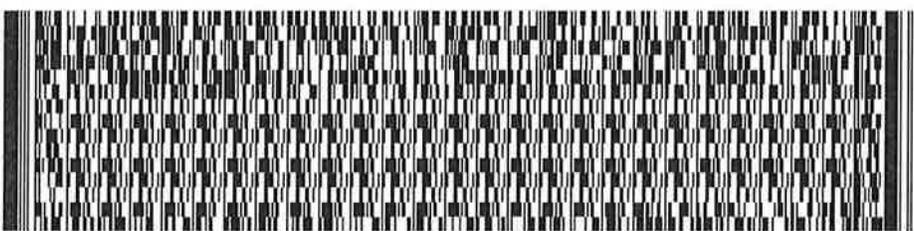
■ 8. Gross receipts subject to throwback in other states (before eliminations) 0 .00	■ 9. Gross receipts everywhere (before eliminations) 0 .00
■ 10. Gross receipts in Texas (before eliminations) 0 .00	■ 11. Cost of goods sold or compensation (before eliminations) 0 .00
Check box if this is a Corporation or Limited Liability Company <input type="checkbox"/>	Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>

1. Legal name of affiliate PATTERN RENEWABLES LP		■ 2. Affiliate taxpayer number (if none, use FEI number) 000000022		■ 3. Affiliate NAICS code 221100	
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input checked="" type="checkbox"/>	■ 6. Affiliate reporting begin date m m d d y y 010111		■ 7. Affiliate reporting end date m m d d y y 123111	

■ 8. Gross receipts subject to throwback in other states (before eliminations) 0 .00	■ 9. Gross receipts everywhere (before eliminations) 28492 .00
■ 10. Gross receipts in Texas (before eliminations) 0 .00	■ 11. Cost of goods sold or compensation (before eliminations) 0 .00
Check box if this is a Corporation or Limited Liability Company <input type="checkbox"/>	Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>

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Texas Franchise Tax Affiliate Schedule

Tcode 13253 ANNUAL

Reporting entity taxpayer number	Report year	Reporting entity taxpayer name
32039702439	2012	PATTERN ENERGY GROUP LP

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

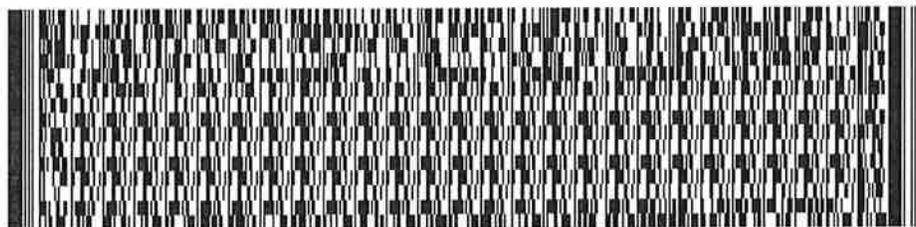
1. Legal name of affiliate PATTERN TRANSMISSION GP LLC		2. Affiliate taxpayer number (if none, use FEI number) 000000023		3. Affiliate NAICS code 221100	
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input checked="" type="checkbox"/>	6. Affiliate reporting begin date m m d d y y 010111		7. Affiliate reporting end date m m d d y y 123111	
8. Gross receipts subject to throwback in other states (before eliminations) 0 .00		9. Gross receipts everywhere (before eliminations) 0 .00			
10. Gross receipts in Texas (before eliminations) 0 .00		11. Cost of goods sold or compensation (before eliminations) 0 .00			
Check box if this is a Corporation or Limited Liability Company <input type="checkbox"/>			Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>		

1. Legal name of affiliate CENTRAL VALLEY TRANSMISSION LINE LLC		2. Affiliate taxpayer number (if none, use FEI number) 000000024		3. Affiliate NAICS code 221100	
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input checked="" type="checkbox"/>	6. Affiliate reporting begin date m m d d y y 010111		7. Affiliate reporting end date m m d d y y 123111	
8. Gross receipts subject to throwback in other states (before eliminations) 0 .00		9. Gross receipts everywhere (before eliminations) 0 .00			
10. Gross receipts in Texas (before eliminations) 0 .00		11. Cost of goods sold or compensation (before eliminations) 0 .00			
Check box if this is a Corporation or Limited Liability Company <input type="checkbox"/>			Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>		

1. Legal name of affiliate SOUTHERN CROSS TRANSMISSION LLC		2. Affiliate taxpayer number (if none, use FEI number) 000000025		3. Affiliate NAICS code 221100	
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input checked="" type="checkbox"/>	6. Affiliate reporting begin date m m d d y y 010111		7. Affiliate reporting end date m m d d y y 123111	
8. Gross receipts subject to throwback in other states (before eliminations) 0 .00		9. Gross receipts everywhere (before eliminations) 0 .00			
10. Gross receipts in Texas (before eliminations) 0 .00		11. Cost of goods sold or compensation (before eliminations) 0 .00			
Check box if this is a Corporation or Limited Liability Company <input type="checkbox"/>			Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>		

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Texas Franchise Tax Affiliate Schedule

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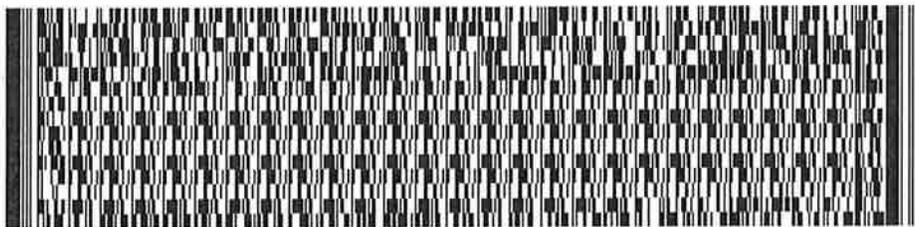
Reporting entity taxpayer number 32039702439	Report year 2012	Reporting entity taxpayer name PATTERN ENERGY GROUP LP
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Reporting entity must be included on Affiliate Schedule. Affiliate reporting period dates must be within combined group's accounting period dates.

1. Legal name of affiliate PATTERN POWER DEVELOPMENT COMPANY LLC		2. Affiliate taxpayer number (if none, use FEI number) 000000026		3. Affiliate NAICS code 221100	
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input checked="" type="checkbox"/>	6. Affiliate reporting begin date m m d d y y 010111		7. Affiliate reporting end date m m d d y y 123111	
8. Gross receipts subject to throwback in other states (before eliminations) 0 .00		9. Gross receipts everywhere (before eliminations) 0 .00			
10. Gross receipts in Texas (before eliminations) 0 .00		11. Cost of goods sold or compensation (before eliminations) 0 .00			
Check box if this is a Corporation or Limited Liability Company <input type="checkbox"/>			Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>		
1. Legal name of affiliate TBC SERVICES COMPANY LLC		2. Affiliate taxpayer number (if none, use FEI number) 000000027		3. Affiliate NAICS code 221100	
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input checked="" type="checkbox"/>	6. Affiliate reporting begin date m m d d y y 010111		7. Affiliate reporting end date m m d d y y 123111	
8. Gross receipts subject to throwback in other states (before eliminations) 0 .00		9. Gross receipts everywhere (before eliminations) 56060 .00			
10. Gross receipts in Texas (before eliminations) 0 .00		11. Cost of goods sold or compensation (before eliminations) 0 .00			
Check box if this is a Corporation or Limited Liability Company <input type="checkbox"/>			Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>		
1. Legal name of affiliate PATTERN RENEWABLES GP LLC		2. Affiliate taxpayer number (if none, use FEI number) 000000028		3. Affiliate NAICS code 221100	
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input checked="" type="checkbox"/>	6. Affiliate reporting begin date m m d d y y 010111		7. Affiliate reporting end date m m d d y y 123111	
8. Gross receipts subject to throwback in other states (before eliminations) 0 .00		9. Gross receipts everywhere (before eliminations) 0 .00			
10. Gross receipts in Texas (before eliminations) 0 .00		11. Cost of goods sold or compensation (before eliminations) 0 .00			
Check box if this is a Corporation or Limited Liability Company <input type="checkbox"/>			Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>		

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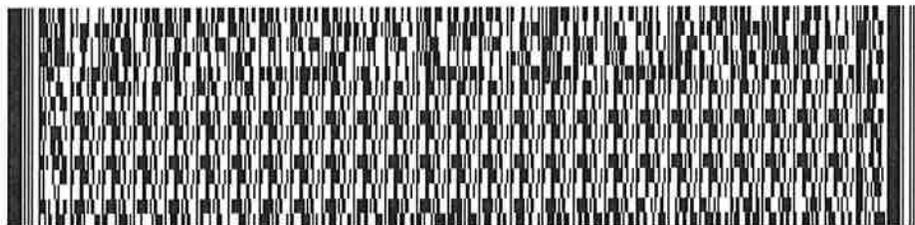
■ Reporting entity taxpayer number 32039702439	■ Report year 2012	Reporting entity taxpayer name PATTERN ENERGY GROUP LP
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Reporting entity must be included on Affiliate Schedule. Affiliate reporting period dates must be within combined group's accounting period dates.

1. Legal name of affiliate PATTERN OPERATORS GP LLC		■ 2. Affiliate taxpayer number (if none, use FEI number) 000000029		■ 3. Affiliate NAICS code 221100	
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input checked="" type="checkbox"/>	■ 6. Affiliate reporting begin date m m d d y y 010111		■ 7. Affiliate reporting end date m m d d y y 123111	
■ 8. Gross receipts subject to throwback in other states (before eliminations) 0 .00		■ 9. Gross receipts everywhere (before eliminations) 0 .00			
■ 10. Gross receipts in Texas (before eliminations) 0 .00		■ 11. Cost of goods sold or compensation (before eliminations) 0 .00			
Check box if this is a Corporation or Limited Liability Company <input type="checkbox"/>			Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>		
1. Legal name of affiliate RENEWABLES LEASE HOLDING COMPANY LLC		■ 2. Affiliate taxpayer number (if none, use FEI number) 000000030		■ 3. Affiliate NAICS code 221100	
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input checked="" type="checkbox"/>	■ 6. Affiliate reporting begin date m m d d y y 010111		■ 7. Affiliate reporting end date m m d d y y 123111	
■ 8. Gross receipts subject to throwback in other states (before eliminations) 0 .00		■ 9. Gross receipts everywhere (before eliminations) 0 .00			
■ 10. Gross receipts in Texas (before eliminations) 0 .00		■ 11. Cost of goods sold or compensation (before eliminations) 0 .00			
Check box if this is a Corporation or Limited Liability Company <input type="checkbox"/>			Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>		
1. Legal name of affiliate NAEG EMPLOYEE HOLDCO LLC		■ 2. Affiliate taxpayer number (if none, use FEI number) 000000031		■ 3. Affiliate NAICS code 221100	
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input checked="" type="checkbox"/>	■ 6. Affiliate reporting begin date m m d d y y 010111		■ 7. Affiliate reporting end date m m d d y y 123111	
■ 8. Gross receipts subject to throwback in other states (before eliminations) 0 .00		■ 9. Gross receipts everywhere (before eliminations) 0 .00			
■ 10. Gross receipts in Texas (before eliminations) 0 .00		■ 11. Cost of goods sold or compensation (before eliminations) 0 .00			
Check box if this is a Corporation or Limited Liability Company <input type="checkbox"/>			Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>		

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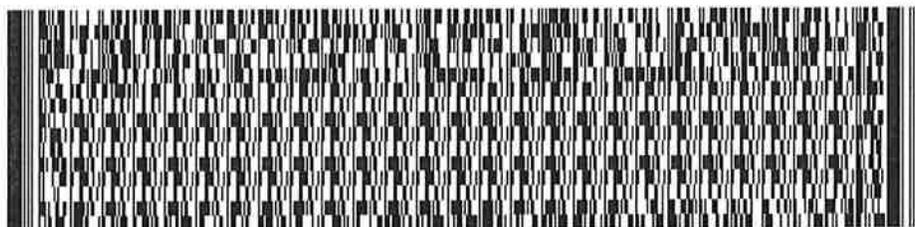
<input type="checkbox"/> Reporting entity taxpayer number	<input type="checkbox"/> Report year	Reporting entity taxpayer name
32039702439	2012	PATTERN ENERGY GROUP LP

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
PATTERN GULF WIND EQUITY LLC		270279717	221100
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
<input type="checkbox"/>	<input type="checkbox"/>	010111	123111
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	
Check box if this is a Corporation or Limited Liability Company		Check box if this is an Entity other than a Corporation or Limited Liability Company	
<input checked="" type="checkbox"/>		<input type="checkbox"/>	
1. Legal name of affiliate		2. Affiliate taxpayer number (if none, use FEI number)	3. Affiliate NAICS code
PATTERN ALTAMONT WIND LLC		000000032	221100
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
<input type="checkbox"/>	<input checked="" type="checkbox"/>	010111	123111
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	
Check box if this is a Corporation or Limited Liability Company		Check box if this is an Entity other than a Corporation or Limited Liability Company	
<input type="checkbox"/>		<input type="checkbox"/>	
1. Legal name of affiliate		2. Affiliate taxpayer number (if none, use FEI number)	3. Affiliate NAICS code
PATTERN CUMBERLAND WIND LLC		000000033	221100
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
<input type="checkbox"/>	<input checked="" type="checkbox"/>	010111	123111
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	
Check box if this is a Corporation or Limited Liability Company		Check box if this is an Entity other than a Corporation or Limited Liability Company	
<input type="checkbox"/>		<input type="checkbox"/>	

The reporting entity of a combined group with a temporary credit for business loss carryforwards preserved for itself and/or affiliates must electronically submit common owner information online at window.texas.gov/commonowner/. This information must be provided to satisfy franchise tax reporting requirements. 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	<input type="checkbox"/>	FM	<input type="checkbox"/>
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Texas Franchise Tax Affiliate Schedule

Tcode 13253 ANNUAL

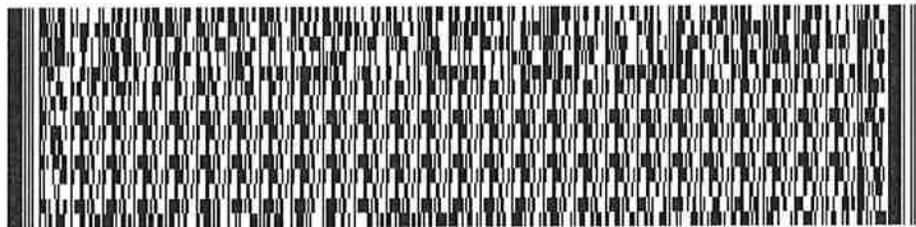
■ Reporting entity taxpayer number 32039702439	■ Report year 2012	Reporting entity taxpayer name PATTERN ENERGY GROUP LP
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Reporting entity must be included on Affiliate Schedule. Affiliate reporting period dates must be within combined group's accounting period dates.

1. Legal name of affiliate HAWAII INTERISLAND CABLE HOLDINGS, LLC		■ 2. Affiliate taxpayer number (if none, use FEI number) 000000034		■ 3. Affiliate NAICS code 221100	
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input checked="" type="checkbox"/>	■ 6. Affiliate reporting begin date m m d d y y 010111		■ 7. Affiliate reporting end date m m d d y y 123111	
■ 8. Gross receipts subject to throwback in other states (before eliminations) 0 .00		■ 9. Gross receipts everywhere (before eliminations) 0 .00			
■ 10. Gross receipts in Texas (before eliminations) 0 .00		■ 11. Cost of goods sold or compensation (before eliminations) 0 .00			
Check box if this is a Corporation or Limited Liability Company <input type="checkbox"/>			Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>		
1. Legal name of affiliate HAWAII INTERISLAND CABLE, LLC		■ 2. Affiliate taxpayer number (if none, use FEI number) 000000035		■ 3. Affiliate NAICS code 221100	
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input checked="" type="checkbox"/>	■ 6. Affiliate reporting begin date m m d d y y 010111		■ 7. Affiliate reporting end date m m d d y y 123111	
■ 8. Gross receipts subject to throwback in other states (before eliminations) 0 .00		■ 9. Gross receipts everywhere (before eliminations) 0 .00			
■ 10. Gross receipts in Texas (before eliminations) 0 .00		■ 11. Cost of goods sold or compensation (before eliminations) 0 .00			
Check box if this is a Corporation or Limited Liability Company <input type="checkbox"/>			Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>		
1. Legal name of affiliate RUSK INTERCONNECTION, LLC		■ 2. Affiliate taxpayer number (if none, use FEI number) 000000036		■ 3. Affiliate NAICS code 221100	
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input checked="" type="checkbox"/>	■ 6. Affiliate reporting begin date m m d d y y 010111		■ 7. Affiliate reporting end date m m d d y y 123111	
■ 8. Gross receipts subject to throwback in other states (before eliminations) 0 .00		■ 9. Gross receipts everywhere (before eliminations) 0 .00			
■ 10. Gross receipts in Texas (before eliminations) 0 .00		■ 11. Cost of goods sold or compensation (before eliminations) 0 .00			
Check box if this is a Corporation or Limited Liability Company <input type="checkbox"/>			Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>		

The reporting entity of a combined group with a temporary credit for business loss carryforwards preserved for itself and/or affiliates must electronically submit common owner information online at window.texas.gov/commonowner/. This information must be provided to satisfy franchise tax reporting requirements. 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	<input type="checkbox"/>	FM	<input type="checkbox"/>
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Texas Franchise Tax Affiliate Schedule

Tcode 13253 ANNUAL

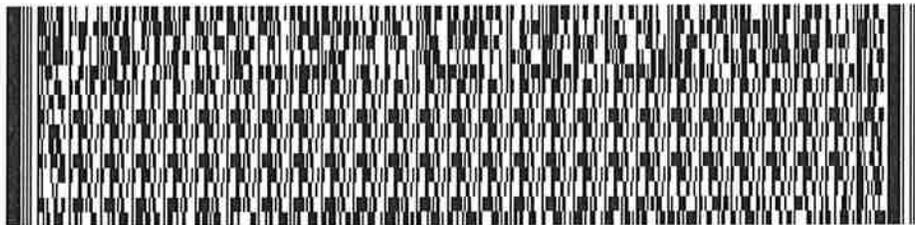
Reporting entity taxpayer number 32039702439	Report year 2012	Reporting entity taxpayer name PATTERN ENERGY GROUP LP
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Reporting entity must be included on Affiliate Schedule. Affiliate reporting period dates must be within combined group's accounting period dates.

1. Legal name of affiliate MOLOKAI HOLDINGS LLC		2. Affiliate taxpayer number (if none, use FEI number) 000000040		3. Affiliate NAICS code 221100	
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input checked="" type="checkbox"/>	6. Affiliate reporting begin date m m d d y y 010111		7. Affiliate reporting end date m m d d y y 123111	
8. Gross receipts subject to throwback in other states (before eliminations) 0 .00		9. Gross receipts everywhere (before eliminations) 0 .00			
10. Gross receipts in Texas (before eliminations) 0 .00		11. Cost of goods sold or compensation (before eliminations) 0 .00			
Check box if this is a Corporation or Limited Liability Company <input type="checkbox"/>			Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>		
1. Legal name of affiliate PATTERN WIND RESOURCES, LLC		2. Affiliate taxpayer number (if none, use FEI number) 000000041		3. Affiliate NAICS code 221100	
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input checked="" type="checkbox"/>	6. Affiliate reporting begin date m m d d y y 010111		7. Affiliate reporting end date m m d d y y 123111	
8. Gross receipts subject to throwback in other states (before eliminations) 0 .00		9. Gross receipts everywhere (before eliminations) 0 .00			
10. Gross receipts in Texas (before eliminations) 0 .00		11. Cost of goods sold or compensation (before eliminations) 0 .00			
Check box if this is a Corporation or Limited Liability Company <input type="checkbox"/>			Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>		
1. Legal name of affiliate PATTERN POWER MARKETING LLC		2. Affiliate taxpayer number (if none, use FEI number) 000000042		3. Affiliate NAICS code 221100	
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input checked="" type="checkbox"/>	6. Affiliate reporting begin date m m d d y y 010111		7. Affiliate reporting end date m m d d y y 123111	
8. Gross receipts subject to throwback in other states (before eliminations) 0 .00		9. Gross receipts everywhere (before eliminations) 0 .00			
10. Gross receipts in Texas (before eliminations) 0 .00		11. Cost of goods sold or compensation (before eliminations) 0 .00			
Check box if this is a Corporation or Limited Liability Company <input type="checkbox"/>			Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>		

The reporting entity of a combined group with a temporary credit for business loss carryforwards preserved for itself and/or affiliates must electronically submit common owner information online at window.texas.gov/commonowner/. This information must be provided to satisfy franchise tax reporting requirements. 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	<input type="checkbox"/>	FM	<input type="checkbox"/>
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Texas Franchise Tax Affiliate Schedule

Tcode 13253 ANNUAL

■ Reporting entity taxpayer number 32039702439	■ Report year 2012	Reporting entity taxpayer name PATTERN ENERGY GROUP LP
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Reporting entity must be included on Affiliate Schedule. Affiliate reporting period dates must be within combined group's accounting period dates.

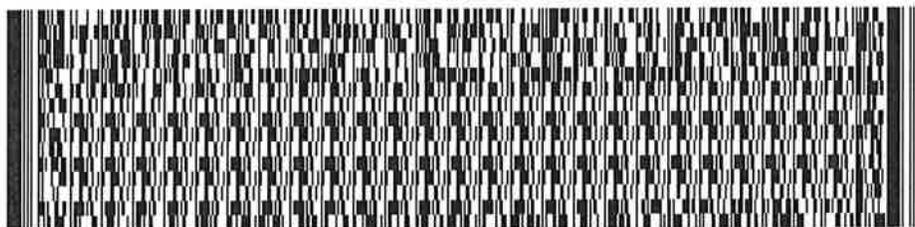
1. Legal name of affiliate NEVADA WIND HOLDINGS LLC		■ 2. Affiliate taxpayer number (if none, use FEI number) 000000037		■ 3. Affiliate NAICS code 221100	
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input checked="" type="checkbox"/>	■ 6. Affiliate reporting begin date m m d d y y 010111		■ 7. Affiliate reporting end date m m d d y y 123111	
■ 8. Gross receipts subject to throwback in other states (before eliminations) 0 .00		■ 9. Gross receipts everywhere (before eliminations) 0 .00			
■ 10. Gross receipts in Texas (before eliminations) 0 .00		■ 11. Cost of goods sold or compensation (before eliminations) 0 .00			
Check box if this is a Corporation or Limited Liability Company <input type="checkbox"/>			Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>		

1. Legal name of affiliate HAWAII RENEWABLES LLC		■ 2. Affiliate taxpayer number (if none, use FEI number) 000000039		■ 3. Affiliate NAICS code 221100	
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input checked="" type="checkbox"/>	■ 6. Affiliate reporting begin date m m d d y y 010111		■ 7. Affiliate reporting end date m m d d y y 123111	
■ 8. Gross receipts subject to throwback in other states (before eliminations) 0 .00		■ 9. Gross receipts everywhere (before eliminations) 0 .00			
■ 10. Gross receipts in Texas (before eliminations) 0 .00		■ 11. Cost of goods sold or compensation (before eliminations) 0 .00			
Check box if this is a Corporation or Limited Liability Company <input type="checkbox"/>			Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>		

1. Legal name of affiliate STATE LINE WIND POWER LLC		■ 2. Affiliate taxpayer number (if none, use FEI number) 000000003		■ 3. Affiliate NAICS code 221100	
4. Check box if entity is disregarded for franchise tax <input type="checkbox"/>	5. Check box if this affiliate does NOT have NEXUS in Texas <input checked="" type="checkbox"/>	■ 6. Affiliate reporting begin date m m d d y y 010111		■ 7. Affiliate reporting end date m m d d y y 123111	
■ 8. Gross receipts subject to throwback in other states (before eliminations) 0 .00		■ 9. Gross receipts everywhere (before eliminations) 0 .00			
■ 10. Gross receipts in Texas (before eliminations) 0 .00		■ 11. Cost of goods sold or compensation (before eliminations) 0 .00			
Check box if this is a Corporation or Limited Liability Company <input type="checkbox"/>			Check box if this is an Entity other than a Corporation or Limited Liability Company <input type="checkbox"/>		

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Texas Comptroller Official Use Only



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Texas Franchise Tax Affiliate Schedule

Tcode 13253 ANNUAL

Reporting entity taxpayer number	Report year	Reporting entity taxpayer name
32039702439	2012	PATTERN ENERGY GROUP LP

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
SANTA ISABEL HOLDINGS LLC		000000038	221100
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
<input type="checkbox"/>	<input checked="" type="checkbox"/>	010111	123111

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
<input type="checkbox"/> Check box if this is a Corporation or Limited Liability Company	<input type="checkbox"/> Check box if this is an Entity other than a Corporation or Limited Liability Company

1. Legal name of affiliate		2. Affiliate taxpayer number (if none, use FEI number)	3. Affiliate NAICS code
PATTERN RENEWABLES SUPPLY CO LLC		000000043	221100
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
<input type="checkbox"/>	<input checked="" type="checkbox"/>	010111	123111

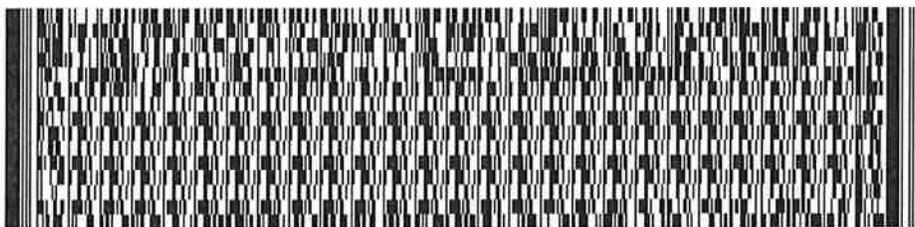
8. Gross receipts subject to throwback in other states (before eliminations)	9. Gross receipts everywhere (before eliminations)
0 .00	0 .00
10. Gross receipts in Texas (before eliminations)	11. Cost of goods sold or compensation (before eliminations)
0 .00	0 .00
<input type="checkbox"/> Check box if this is a Corporation or Limited Liability Company	<input type="checkbox"/> Check box if this is an Entity other than a Corporation or Limited Liability Company

1. Legal name of affiliate		2. Affiliate taxpayer number (if none, use FEI number)	3. Affiliate NAICS code
PATTERN ENERGY GP LLC		270279666	221100
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
<input type="checkbox"/>	<input type="checkbox"/>	010111	123111

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
<input checked="" type="checkbox"/> Check box if this is a Corporation or Limited Liability Company	<input type="checkbox"/> Check box if this is an Entity other than a Corporation or Limited Liability Company

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VE/DE	<input type="checkbox"/>	FM	<input type="checkbox"/>
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Texas Franchise Tax Payment Form

■ Taxpayer number	■ Report year	Due date
32039702439	2012	11/15/2012

Taxpayer name

PATTERN ENERGY GROUP LP

1. Total tax due on this report <i>(item 34 from Form 05-158-B or item 17 from Form 05-169)</i>	1.	14329.63
2. Enter prior payment <i>(e.g. extension payment)</i>	2.	9000.00
3. Net tax due <i>(item 1 minus item 2)</i>	3.	5329.63
4. Penalty <i>(see instructions)</i>	4.	0.00
5. Interest <i>(see instructions)</i>	5.	0.00
6. TOTAL AMOUNT DUE AND PAYABLE <i>(Add items 3, 4 and 5)</i> 6. ■ <i>Make amount payable to TEXAS COMPTROLLER</i>		5329.63

Taxpayers who paid \$10,000 or more during the preceding fiscal year (Sept. 1 thru Aug. 31) are required to electronically pay their franchise tax. For more information visit www.window.state.tx.us/webfile/req_franchise.html.

Mail original to:
 Texas Comptroller of Public Accounts
 P.O. Box 149348
 Austin, TX 78714-9348

If you have any questions regarding franchise tax, you may contact the Texas Comptroller's field office in your area or call (800) 252-1381 or (512) 463-4600. Instructions for each report year are online at www.window.state.tx.us/taxinfo/taxforms/05-forms.html.

Texas Comptroller Official Use Only



VE/DE	<input type="checkbox"/>
PM Date	



Texas Franchise Tax Ownership Information Report

To be filed by Entities other than Corporations, Limited Liability Companies or Financial Institutions

This report MUST be signed and filed to satisfy franchise tax requirements

You have certain rights under Chapter 552 and 559, Government Code, to review, request, and correct information we have on file about you. Contact us at (800) 252-1381 or (512) 463-4600.

■ Taxpayer number 32039702439	■ Report year 2012
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Taxpayer name PATTERN ENERGY GROUP LP			Secretary of State file number or Comptroller file number 0801133349	
Mailing address PIER 1, BAY 3				
City SAN FRANCISCO	State CA	Country USA	ZIP Code 94111	Plus 4

SECTION A. Enter the information required for each general partner of a partnership or each trustee of a trust. Also, provide the information for each person or entity that owns an interest of 10 percent or more in this entity.

Name PATTERN ENERGY GROUP HOLDINGS LP	What type of owner? (Check only one)	GENERAL PARTNER <input type="checkbox"/>	LIMITED PARTNER <input checked="" type="checkbox"/>	OTHER <input type="checkbox"/>
Mailing address PIER 1, BAY 3	FEI number 270279611	Percentage of ownership 99.99		
City SAN FRANCISCO	State CA	ZIP Code 94111	Plus 4	

Name PATTERN ENERGY GP LLC	What type of owner? (Check only one)	GENERAL PARTNER <input checked="" type="checkbox"/>	LIMITED PARTNER <input type="checkbox"/>	OTHER <input type="checkbox"/>
Mailing address PIER 1, BAY 3	FEI number 270279666	Percentage of ownership 0.01		
City SAN FRANCISCO	State CA	ZIP Code 94111	Plus 4	

Name	What type of owner? (Check only one)	GENERAL PARTNER <input type="checkbox"/>	LIMITED PARTNER <input type="checkbox"/>	OTHER <input type="checkbox"/>
Mailing address	FEI number	Percentage of ownership		
City	State	ZIP Code	Plus 4	

SECTION B. Enter the information required for each entity, if any, in which this partnership, association, trust or other entity owns an interest of 10 percent or more.

Name of owned (subsidiary) corporation or entity PATTERN TRANSMISSION LP	State of formation DE	FEI number	Percentage of ownership 100.00
Name of owned (subsidiary) corporation or entity PATTERN TRANSMISSION GP LLC	State of formation DE	FEI number	Percentage of ownership 100.00

Registered agent and office, or agent for service of process (see instructions if you need to make changes)

Agent: CT CORPORATION SYSTEM

Office: 350 N. ST. PAUL ST. 2900	City DALLAS	State TX	ZIP Code 75201	Plus 4
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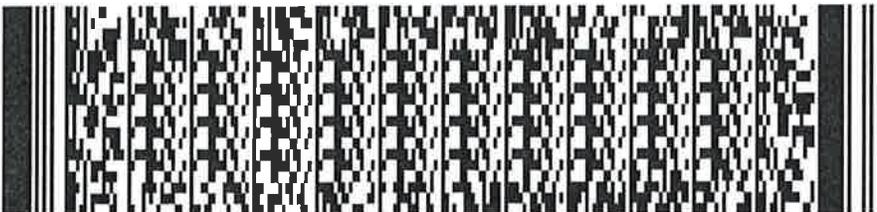
The above information is authorized by Section 171.201(a)(2), Section 171.201(a)(3), 171.202(a)(4) and 171.354 for each entity. Use additional forms (05-167) for Sections A and B as necessary.

I declare that the information in this document and any attachments is true and correct to the best of my knowledge and belief, as of the date below.

sign here 	Title Treasurer	Date 11/14/12	Area code and phone number 415 253 4000
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Mail original to:
 Texas Comptroller of Public Accounts
 P.O. Box 149348
 Austin, TX 78714-9348

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VE/DE	<input type="checkbox"/>	OIR IND	<input type="checkbox"/>
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Texas Franchise Tax Ownership Information Report

To be filed by Entities other than Corporations, Limited Liability Companies or Financial Institutions

This report MUST be signed and filed to satisfy franchise tax requirements

You have certain rights under Chapter 552 and 559, Government Code, to review, request, and correct information we have on file about you. Contact us at (800) 252-1381 or (512) 463-4600.

■ Taxpayer number 32039702439	■ Report year 2012
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Taxpayer name <u>PATTERN ENERGY GROUP LP</u>		Secretary of State file number or Comptroller file number	
Mailing address <u>PIER 1, BAY 3</u>		<u>0801133349</u>	
City <u>SAN FRANCISCO</u>	State <u>CA</u>	Country <u>USA</u>	ZIP Code <u>94111</u> Plus 4

SECTION A. Enter the information required for each general partner of a partnership or each trustee of a trust. Also, provide the information for each person or entity that owns an interest of 10 percent or more in this entity.

Name	What type of owner? (Check only one)	GENERAL PARTNER <input type="checkbox"/>	LIMITED PARTNER <input type="checkbox"/>	OTHER <input type="checkbox"/>
Mailing address		FEI number	Percentage of ownership	
City	State	ZIP Code	Plus 4	

Name	What type of owner? (Check only one)	GENERAL PARTNER <input type="checkbox"/>	LIMITED PARTNER <input type="checkbox"/>	OTHER <input type="checkbox"/>
Mailing address		FEI number	Percentage of ownership	
City	State	ZIP Code	Plus 4	

Name	What type of owner? (Check only one)	GENERAL PARTNER <input type="checkbox"/>	LIMITED PARTNER <input type="checkbox"/>	OTHER <input type="checkbox"/>
Mailing address		FEI number	Percentage of ownership	
City	State	ZIP Code	Plus 4	

SECTION B. Enter the information required for each entity, if any, in which this partnership, association, trust or other entity owns an interest of 10 percent or more.

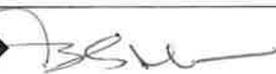
Name of owned (subsidiary) corporation or entity <u>PATTERN RENEWABLES LP</u>	State of formation <u>DE</u>	FEI number	Percentage of ownership <u>100.00</u>
Name of owned (subsidiary) corporation or entity <u>PATTERN RENEWABLES GP LLC</u>	State of formation <u>DE</u>	FEI number	Percentage of ownership <u>100.00</u>

Registered agent and office, or agent for service of process (see instructions if you need to make changes)
Agent:

Office:	City	State	ZIP Code	Plus 4
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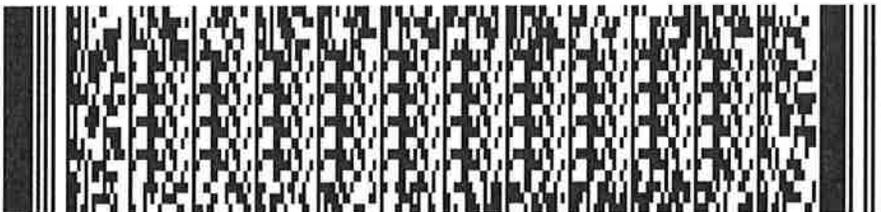
The above information is authorized by Section 171.201(a)(2), Section 171.201(a)(3), 171.202(a)(4) and 171.354 for each entity. Use additional forms (05-167) for Sections A and B as necessary.

I declare that the information in this document and any attachments is true and correct to the best of my knowledge and belief, as of the date below.

sign here 	Title <u>Treasurer</u>	Date <u>11/14/12</u>	Area code and phone number <u>415 283 4000</u>
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Mail original to:
Texas Comptroller of Public Accounts
P.O. Box 149348
Austin, TX 78714-9348

Texas Comptroller Official Use Only



VE/DE	<input type="checkbox"/>	OIR IND	<input type="checkbox"/>
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Texas Franchise Tax Ownership Information Report

To be filed by Entities other than Corporations, Limited Liability Companies or Financial Institutions

This report MUST be signed and filed to satisfy franchise tax requirements

■ Taxpayer number 32039702439	■ Report year 2012
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You have certain rights under Chapter 552 and 559, Government Code, to review, request, and correct information we have on file about you. Contact us at (800) 252-1381 or (512) 463-4600.

Taxpayer name PATTERN ENERGY GROUP LP		Secretary of State file number or Comptroller file number	
Mailing address PIER 1, BAY 3		0801133349	
City SAN FRANCISCO	State CA	Country USA	ZIP Code 94111 Plus 4

SECTION A. Enter the information required for each general partner of a partnership or each trustee of a trust. Also, provide the information for each person or entity that owns an interest of 10 percent or more in this entity.

Name	What type of owner? (Check only one)	GENERAL PARTNER <input type="checkbox"/>	LIMITED PARTNER <input type="checkbox"/>	OTHER <input type="checkbox"/>
Mailing address		FEI number	Percentage of ownership	
City	State	ZIP Code	Plus 4	

Name	What type of owner? (Check only one)	GENERAL PARTNER <input type="checkbox"/>	LIMITED PARTNER <input type="checkbox"/>	OTHER <input type="checkbox"/>
Mailing address		FEI number	Percentage of ownership	
City	State	ZIP Code	Plus 4	

Name	What type of owner? (Check only one)	GENERAL PARTNER <input type="checkbox"/>	LIMITED PARTNER <input type="checkbox"/>	OTHER <input type="checkbox"/>
Mailing address		FEI number	Percentage of ownership	
City	State	ZIP Code	Plus 4	

SECTION B. Enter the information required for each entity, if any, in which this partnership, association, trust or other entity owns an interest of 10 percent or more.

Name of owned (subsidiary) corporation or entity PATTERN OPERATORS LP	State of formation DE	FEI number	Percentage of ownership 100.00
Name of owned (subsidiary) corporation or entity PATTERN OPERATORS GP LLC	State of formation DE	FEI number	Percentage of ownership 100.00

Registered agent and office, or agent for service of process (see instructions if you need to make changes)
Agent:

Office:	City	State	ZIP Code	Plus 4
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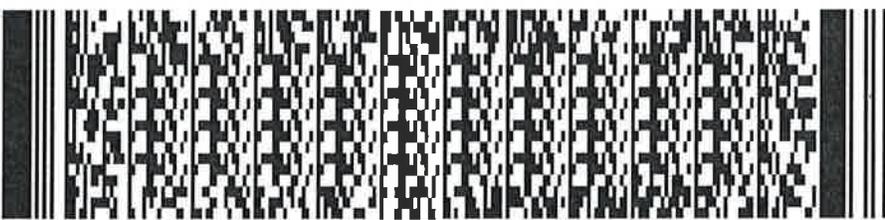
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I declare that the information in this document and any attachments is true and correct to the best of my knowledge and belief, as of the date below.

sign here 	Title TREASURER	Date 11/14/12	Area code and phone number 415 283 4000
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Mail original to:
Texas Comptroller of Public Accounts
P.O. Box 149348
Austin, TX 78714-9348

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Texas Franchise Tax Ownership Information Report

To be filed by Entities other than Corporations, Limited Liability Companies or Financial Institutions

This report MUST be signed and filed to satisfy franchise tax requirements

■ Taxpayer number 32039702439	■ Report year 2012
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You have certain rights under Chapter 552 and 559, Government Code, to review, request, and correct information we have on file about you. Contact us at (800) 252-1381 or (512) 463-4600.

Taxpayer name PATTERN ENERGY GROUP LP			Secretary of State file number or Comptroller file number	
Mailing address PIER 1, BAY 3			0801133349	
City SAN FRANCISCO	State CA	Country USA	ZIP Code 94111	Plus 4

SECTION A. Enter the information required for each general partner of a partnership or each trustee of a trust. Also, provide the information for each person or entity that owns an interest of 10 percent or more in this entity.

Name	What type of owner? (Check only one)	GENERAL PARTNER <input type="checkbox"/>	LIMITED PARTNER <input type="checkbox"/>	OTHER <input type="checkbox"/>
Mailing address	FEI number	Percentage of ownership		
City	State	ZIP Code	Plus 4	

Name	What type of owner? (Check only one)	GENERAL PARTNER <input type="checkbox"/>	LIMITED PARTNER <input type="checkbox"/>	OTHER <input type="checkbox"/>
Mailing address	FEI number	Percentage of ownership		
City	State	ZIP Code	Plus 4	

Name	What type of owner? (Check only one)	GENERAL PARTNER <input type="checkbox"/>	LIMITED PARTNER <input type="checkbox"/>	OTHER <input type="checkbox"/>
Mailing address	FEI number	Percentage of ownership		
City	State	ZIP Code	Plus 4	

SECTION B. Enter the information required for each entity, if any, in which this partnership, association, trust or other entity owns an interest of 10 percent or more.

Name of owned (subsidiary) corporation or entity NAEG EMPLOYEE HOLDCO LLC	State of formation DE	FEI number	Percentage of ownership 100.00
Name of owned (subsidiary) corporation or entity RENEWABLES LEASING HOLDING COMPANY LLC	State of formation DE	FEI number	Percentage of ownership 100.00

Registered agent and office, or agent for service of process (see instructions if you need to make changes)
Agent:

Office:	City	State	ZIP Code	Plus 4
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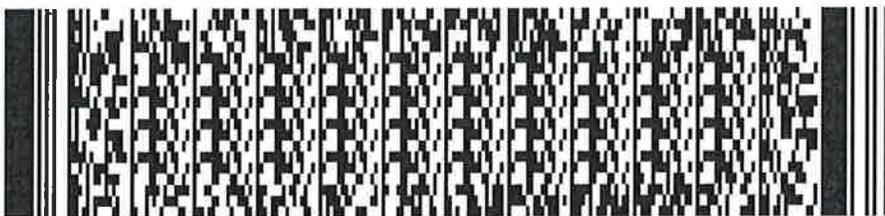
The above information is authorized by Section 171.201(a)(2), Section 171.201(a)(3), 171.202(a)(4) and 171.354 for each entity. Use additional forms (05-167) for Sections A and B as necessary.

I declare that the information in this document and any attachments is true and correct to the best of my knowledge and belief, as of the date below.

sign here 	Title Treasurer	Date 11/14/12	Area code and phone number 415 283 4000
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Mail original to:
Texas Comptroller of Public Accounts
P.O. Box 149348
Austin, TX 78714-9348

Texas Comptroller Official Use Only



VE/DE	<input type="checkbox"/>	OIR IND	<input type="checkbox"/>
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Texas Franchise Tax Ownership Information Report

To be filed by Entities other than Corporations, Limited Liability Companies or Financial Institutions

This report MUST be signed and filed to satisfy franchise tax requirements

You have certain rights under Chapter 552 and 559, Government Code, to review, request, and correct information we have on file about you. Contact us at (800) 252-1381 or (512) 463-4600.

■ Taxpayer number 32039702397	■ Report year 2012
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Taxpayer name PATTERN ENERGY GROUP HOLDINGS LP			Secretary of State file number or Comptroller file number 0801133353	
Mailing address PIER 1, BAY 3				
City SAN FRANCISCO	State CA	Country USA	ZIP Code 94111	Plus 4

SECTION A. Enter the information required for each general partner of a partnership or each trustee of a trust. Also, provide the information for each person or entity that owns an interest of 10 percent or more in this entity.

Name PATTERN ENERGY GROUP HOLDINGS GP LLC	What type of owner? (Check only one)	GENERAL PARTNER <input checked="" type="checkbox"/>	LIMITED PARTNER <input type="checkbox"/>	OTHER <input type="checkbox"/>
Mailing address 712 FIFTH AVENUE, 19TH FLOOR	FEI number 270279520	Percentage of ownership		
City NEW YORK	State NY	ZIP Code 10019	Plus 4	

Name R/C WIND II LP	What type of owner? (Check only one)	GENERAL PARTNER <input type="checkbox"/>	LIMITED PARTNER <input checked="" type="checkbox"/>	OTHER <input type="checkbox"/>
Mailing address 712 FIFTH AVENUE, 51ST FLOOR	FEI number 270563650	Percentage of ownership 99.12		
City NEW YORK	State NY	ZIP Code 10019	Plus 4	

Name	What type of owner? (Check only one)	GENERAL PARTNER <input type="checkbox"/>	LIMITED PARTNER <input type="checkbox"/>	OTHER <input type="checkbox"/>
Mailing address	FEI number	Percentage of ownership		
City	State	ZIP Code	Plus 4	

SECTION B. Enter the information required for each entity, if any, in which this partnership, association, trust or other entity owns an interest of 10 percent or more.

Name of owned (subsidiary) corporation or entity PATTERN ENERGY GROUP LP	State of formation DE	FEI number 270279717	Percentage of ownership 99.99
Name of owned (subsidiary) corporation or entity	State of formation	FEI number	Percentage of ownership

Registered agent and office, or agent for service of process (see instructions if you need to make changes)

Agent: **CT CORPORATION SYSTEM**

Office: 350 N ST. PAUL ST. 2900	City DALLAS	State TX	ZIP Code 75201	Plus 4
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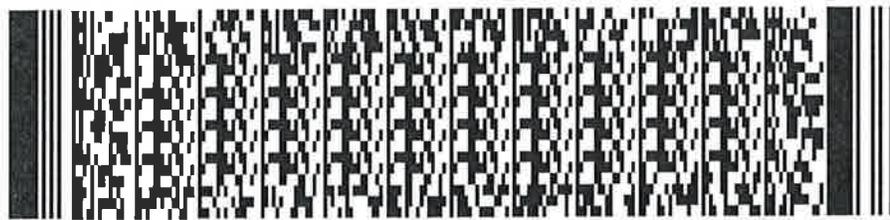
The above information is authorized by Section 171.201(a)(2), Section 171.201(a)(3), 171.202(a)(4) and 171.354 for each entity. Use additional forms (05-167) for Sections A and B as necessary.

I declare that the information in this document and any attachments is true and correct to the best of my knowledge and belief, as of the date below.

sign here 	Title Treasurer	Date 11/14/12	Area code and phone number 415 253 4000
-----------------------------------------------------------------------------------------------	---------------------------	-------------------------	---------------------------------------------------

Mail original to:
Texas Comptroller of Public Accounts
P.O. Box 149348
Austin, TX 78714-9348

Texas Comptroller Official Use Only



VE/DE <input type="checkbox"/>	OIR IND <input type="checkbox"/>
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Attachments

Checklist Item 4

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)

The proposed renewable energy (wind) Project will consist of up to 140 wind turbine generators, for a total capacity of up to 322 megawatts (MW), spanning the Panhandle and White Deer school districts in Carson County. This response addresses the entire project, and the response to checklist Item 5 and the following responses address the portion of the project in this school district. The current plan is to utilize 2.3MW turbines. The project will cover approximately 20,000 acres of privately-owned land, all in Carson County, and all currently used as farmland or pasture (note that these agricultural uses can continue, as the Project is designed to be compatible with such activities). Construction is expected to commence in the second quarter of 2013, and be completed before year-end. In addition to the wind turbine generators, the Project will also include an operations and maintenance building, a series of new access roads to the turbines, underground electrical collection cables, a substation, an overhead transmission line connecting to a switchyard at the Point of Interconnection to the new ERCOT transmission line, recently completed as part of the Competitive Renewable Energy Zone initiative. None of this property is covered under an existing appraisal district account number.

Over 200 construction workers are anticipated at peak of construction activity, and approximately 10 permanent, full-time workers are anticipated for the plant management and operations and maintenance functions.

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

A wind energy project can be located in any state, or any county in the State, with a commercially viable wind resource, and access to transmission and an attractive market. The Applicant's parent company – Pattern Energy Group LP - currently has projects under development at viable sites in numerous states, as well as in Canada.

Checklist Item 5

41 of the planned 140 wind turbines, along with the Project operations and maintenance building and a portion of the project electrical collection system and access road network are expected to be located in the Panhandle ISD.

The other 99 of the planned 140 wind turbines, along with the Project substation and switchyard and the balance of the project electrical collection system and access road network are expected to be located in the White Deer ISD.

Checklist Item 6

The qualified investment in Panhandle ISD is expected to include approximately 41 Siemens 2.3MW wind turbine generators (including 80 meter towers, nacelles, rotors with 108m rotor diameter, and reinforced concrete foundations), underground and overhead electric collection cables, access roads, an 80 meter tower for recording wind and weather information, and an operations and maintenance building of approximately 5,000 square feet. The O&M building will house replacement parts and equipment, maintenance supplies and the like.

Checklist Item 7

Confidential Map

Checklist Item 8

See Checklist Item 6

Checklist Item 9

Confidential Map

Checklist Item 10

Not Applicable

Checklist Item 11

Confidential Map

Checklist Item 12

There are no existing improvements

Checklist Item 13

The Project will create at least three qualifying jobs allocable to Panhandle ISD, as that term is defined in Section 313.021(3) of the Texas Tax Code. Section 313.025(f-1) of the Texas Tax Code permits a school district's board of trustees to make a finding that the job requirement could be waived if the job requirement exceeds 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.

The Applicant requests that the Panhandle Independent School District's Board of Trustees make such a finding and waive the job creation requirement. Based on the industry standard, the size and scope of the project will require less than ten permanent jobs.

Wind projects create a large number of part-time jobs during the construction phase, but require a small number of highly-skilled technicians to operate a wind project once construction is completed and 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 on its operating procedures, the Applicant typically staffs a wind farm in the ratio of one full-time employee for every 15 turbines, although this number can and does vary depending upon the turbine selected and the support and technical assistance 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.

Thank you for your consideration of the requested waiver of the minimum job requirement.

**Checklist Item 14
Calculation of Wage Requirements**

**2011 Manufacturing Wages by Council of Government Region
Wages for All Occupations**

COG	Hourly	Annual
1. Panhandle Regional Planning Commission	\$19.32	\$40,196
$\$40,196 \times 1.10 = \$44,215.60$		

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
2012	1st Qtr	Carson County	Total All	00	0	10	Total, All Industries	\$1,382
2012	2nd Qtr	Carson County	Total All	00	0	10	Total, All Industries	\$1,524

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
2011	3rd Qtr	Carson County	Total All	00	0	10	Total, All Industries	\$1,464
2011	4th Qtr	Carson County	Total All	00	0	10	Total, All Industries	\$1,450

Checklist Item 15
Description of Employee Benefits

- Medical, dental and vision insurance coverage
- Paid holidays
- Paid vacations
- 401k
- Short and Long term disability
- Life insurance
- Sick time
- Flexible spending accounts

Checklist Item 16

Not applicable, as Applicant is not providing an economic benefit analysis.

Schedule A – See Confidential Section

Schedule B – See Confidential Section

Schedule C- Application: Employment Information

Applicant Name Pattern Panhandle Wind LLC
ISD Name Panhandle 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	2013 - 2014	2013	58,000 man-hrs	\$52,000	3	45,000	3	45,000
	Complete tax years of qualifying time period	1	2014 - 2015	2014			3	45,000	3	45,000
		2	2015 - 2016	2015			3	45,000	3	45,000
	Tax Credit Period (with 50% cap on credit)	3	2016 - 2017	2016			3	45,000	3	45,000
		4	2017- 2018	2017			3	45,000	3	45,000
		5	2018 - 2019	2018			3	45,000	3	45,000
		6	2019 - 2020	2019			3	45,000	3	45,000
		7	2020 - 2021	2020			3	45,000	3	45,000
		8	2021 - 2022	2021			3	45,000	3	45,000
		9	2022 - 2023	2022			3	45,000	3	45,000
		10	2023 - 2024	2023			3	45,000	3	45,000
	Credit Settle-Up Period	11	2024 - 2025	2024			3	45,000	3	45,000
		12	2025 - 2026	2025			3	45,000	3	45,000
		13	2026 - 2027	2026			3	45,000	3	45,000
	Post- Settle-Up Period	14	2027 - 2028	2027			3	45,000	3	45,000
	Post- Settle-Up Period	15	2028 - 2029	2028			3	45,000	3	45,000

Notes: For job definitions see TAC §9.1051(14) and Tax Code §313.021(3).

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

12-5-2012

DATE

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

Applicant Name

Pattern Panhandle Wind LLC

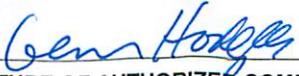
ISD Name

Panhandle ISD

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)			2013 - 2014	2013	5,423,000	21,692					
	Complete tax years of qualifying time period	1	2014 - 2015	2014			0	100%			
		2	2015 - 2016	2015			0	100%			
	Value Limitation Period	3	2016 - 2017	2016			0	100%			
		4	2017 - 2018	2017			0	100%			
		5	2018 - 2019	2018			0	100%			
Tax Credit Period (with 50% cap on credit)		6	2019 - 2020	2019			29,000	100%			
		7	2020 - 2021	2020			86,420	100%			
		8	2021 - 2022	2021			86,420	100%			
		9	2022 - 2023	2022			86,420	100%			
		10	2023 - 2024	2023			86,420	100%			
Credit Settle-Up Period	Continue to Maintain Viable Presence	11	2024 - 2025	2024			83,230				
		12	2025 - 2026	2025			82,940				
		13	2026 - 2027	2026			82,940				
Post- Settle-Up Period		14	2027 - 2028	2027			82,640				
Post- Settle-Up Period		15	2028 - 2029	2028			82,360				

*For planning, construction and operation of the facility.


SIGNATURE OF AUTHORIZED COMPANY REPRESENTATIVE

12-5-2012
DATE

Checklist Item 21

Map of Reinvestment Zone - Applicant will supplement.

Checklist Item 22

Resolution Establishing Reinvestment Zone - Applicant will supplement.

Checklist Item 23

Legal Description of Reinvestment Zone - Applicant will supplement.

Checklist Item 24

Guidelines and Criteria for Reinvestment Zone - Applicant will supplement.