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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. 17<sup>th</sup> 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 White Deer ISD by Panhandle Pattern Wind, LLC on December 17, 2012, along with the applicant's request to treat certain material 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 White Deer ISD Board elected to accept the application on December 17, 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,

Audie Sciumbato, PhD

Enclosures FGT884KG0D10NR cc: Chief Appraiser, Carson County Appraisal District Glen Hodges, Pattern Energy, LP

UNDERWOOD LAW FIRM, P.C.

# Pattern Panhandle Wind, LLC

Application for Appraised Value Limitation on Qualified Property

Presented to:

White Deer Independent School District

December 17, 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 17,2012	
First Name	Last Name		
Karl	Vaughn		
Title			
Superintendent			
School District Name			
White Deer Independent School District			
Street Address			
601 Omohundro			
Mailing Address			
City	State	ZIP	
White Deer	ТХ	79097	
Phone Number	Fax Number		
(806)883-2311	(806)883-2321		
Mobile Number (optional)	E-mail Address		
	karl.vaughn@region16.r	net	
I authorize the consultant to provide and obtain information related to this	application	🗹 Yes 🛛 I	No
Will consultant be primary contact?		🗹 Yes 🛛 I	No

#### SCHOOL DISTRICT INFORMATION - CERTIFICATION OF APPLICATION (CONTINUED)

Authorized School District Consultant (If Applicable)

First Name	Last Name Sciumb	ato	
Title			
Associate Attorney			
Firm Name Underwood Law Firm			
Street Address 500 S. Taylor, Suite 1200, LB 233			
Mailing Address P.O. Box 9158			
CityAmarillo	$^{\text{State}}TX$	<sup>ZIP</sup> 79105	
Phone Number 806 364 2626	Fax Number 806 37	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 12/17/12	
Has the district determined this application complete?	🗹 Yes	🗖 No
If yes, date determined complete		

Have you completed the school finance documents required by TAC 9.1054(c)(3)?	🖵 Yes	🛛 No
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#### SCHOOL DISTRICT CHECKLIST AND REQUESTED ATTACHMENTS Check Checklist Page X of 16 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 Certification pages signed and dated by applicant or authorized business representative of applicant 4 4 of 16 5 Completed company checklist 12 of 16 School finance documents described in TAC 9.1054(c)(3) (Due within 20 days of district providing notice 2 of 16 6 of completed application)

## **APPLICANT INFORMATION - CERTIFICATION OF APPLICATION**

#### Authorized Business Representative (Applicant)

First Name Glen	Last Name Hodges		
Title	Tiodges		
Senior Developer			
Organization			
Pattern Energy Group LP			
Street Address			
1600 Smith Street			
Mailing Address			
Suite 4025			
City	State	ZIP	
Houston	TX	77002	
Phone Number	Fax Number		
512 789 2879	713 571 8004		
Mobile Number (optional)	Business e-mail Address		
Will a company official other than the authorized busin to future information requests?			🛛 No
If yes, please fill out contact information for that person	n.		
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 inform	ation 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.

day of Decem

Signature (Authorized Business Representative (Applicant))

GIVEN under my hand and seal of office this

Date 12/17/2012

iong

Notary Public, State o

TAMMY L. BIRDSONG Notary Public, State of Texas My Commission Expires Sectember 14, 2014 tary Seal)

9-14-2014 My commission expires

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)?....
- 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)?... Q Yes G 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?	No
Identify business organization of applicant (corporation, limited liability corporation, etc.)	
<ol> <li>Is the applicant a combined group, or comprised of members of a combined group, as defined by Texas Tax Code Chapter 171.0001(7)?</li> <li>If so, please attach documentation of the combined group membership and contact information.</li> </ol>	🛛 No
2 Is the applicant current on all tax payments due to the State of Texas?	🛛 No
3. Are all applicant members of the combined group current on all tax payments due to the State of Texas? INA Yes If the answer to either question is no, please explain and/or disclose any history of default, delinquencies and/or any	🛛 No
material litigation, including litigation involving the State of Texas. (Use attachment if necessary.)	

ELIGIBILTY 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	🗹 No
(2) research and development	🖌 No
(3) a clean coal project, as defined by Section 5.001, Water Code Value of the section of	🖌 No
(4) an advanced clean energy project, as defined by Section 382.003, Health and Safety Code	🗹 No
(5) renewable energy electric generation	🛛 No
(6) electric power generation using integrated gasification combined cycle technology	🖌 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)	🖌 No
Are you requesting that any of the land be classified as qualified investment?	🖌 No
Will any of the proposed qualified investment be leased under a capitalized lease?	🖌 No
Will any of the proposed qualified investment be leased under an operating lease?	🗹 No
Are you including property that is owned by a person other than the applicant?	🖌 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

<b>PROJECT CHARACTERISTICS</b>	(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, 2	013	Begin Hiring New Employees September 15, 2013	
Construction Complete December 15, 2013		Fully Operational December 15, 2013	
Purchase Machinery & Equipment			
start date (date your application is		provement after your application review	s 🛛 No
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 N/A		Amount	
Tota			
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 neces	sary.)		

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 Panhandle 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	e property Carson CAD
Will this CAD be acting on behalf of another CAD to appraise this property	ty?
List all taxing entities that have jurisdiction for the property and the portio	n 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

#### Application for Appraised Value Limitation on Qualified Property

#### 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? <u>\$10 million</u>

What is the amount of appraised value limitation for which v	ou are applying?	\$10	million
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What is your total estimated *qualified* investment? \_approximately \$294 million in White Deer 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,	201	0
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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 \$294 million in White Deer 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 gualified 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?	Ves	🗖 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	e first time:	
(1) in or on the new building or other new improvement for which you are applying?	🖌 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?	🖌 Yes	🗖 No
(3) on the same parcel of land as the building for which you are applying for an appraised value limitation?	🖌 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?	🖌 Yes	🗖 No
Does the investment in tangible personal property meet the requirements of Tax Code §313.021(1)?	🖌 Yes	🗖 No
If the proposed investment includes a building or a permanent, non-removable component of a building, does it house tangible personal property?	🖌 Yes	🗖 No

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?	🗹 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? $\Box$ Yes	🗹 No
Will the project be on leased land?	🗖 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

Missellanoous

- 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.

Is the proposed project a building	J or new improvement to an existi	ng facility?		🗅	Yes	🗹 No
Attach a description of any existin	ng improvements and include exis	ting appraisal district ac	count numbers.			
List current market value of exist	2011	2011 (Tax Year				
Is any of the existing property su	bject to a value limitation agreeme	ent under Tax Code 313?		🗅	Yes	🗹 No
Will all of the property for which a abatement agreement entered intered inter	you are requesting an appraised v o by a school district for the durat	alue limitation be free of tion of the limitation?	a tax		Yes	🗖 No
WAGE AND EMPLOYMENT	INFORMATION					
or a contractor of the applicant, of	permanent jobs (more than 1,600 on the proposed qualified property rt date (date your application is fin	y during the last complet	e quarter			
The last complete calendar quart	er before application review start of	date is the:				
First Quarter	Second Quarter	Third Quarter	Fourth Quarter of	2012 (year)		
What were the number of perman O	nent jobs (more than 1,600 hours	a year) this applicant ha	d in Texas during the most recent	quarter reported to the	• TWC?	)
			tends to apply a definition for "new			1(14)(C),
Total number of new jobs that wi	II have been created when fully op	perational 7 allocable t	o White Deer ISD			
Do you plan to create at least 25	new jobs (at least 10 new jobs fo	or rural school districts) o		🗅	Yes	🗹 No
Do you intend to request that the Tax Code §313.025(f-1)?	governing body waive the minim	um new job creation req	uirement, as provided under	🗹	Yes	🗖 No
If you approved "yee" to the gue	ation above, attach avidance doou	monting that the new ic	a areation requirement above ever	do the number of om	nlovooo	00000

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? 7 allocable to White Deer 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 <u>not available on TWC website</u>	
110% of the county average weekly wage for manufacturing jobs in the region is	
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)?	🗖 No
Will each qualifying job require at least 1,600 of work a year?	🗖 No
Will any of the qualifying jobs be jobs transferred from one area of the state to another? Vector $\Box$ 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?	🖌 No
Will any required qualifying jobs be filled by employees of contractors?	🗖 No
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?	🔲 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: Event spreadshoet versions of schedules are available for download and printing at LIDL listed below		

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:

- 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.

СОМ	PANY 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	$\checkmark$
2	Proof of Payment of Application Fee (Attachment)	5 of 16	$\checkmark$
3	For applicant members, documentation of Combined Group membership under Texas Tax Code 171.0001(7) (if Applicable) (Attachment)	5 of 16	$\checkmark$
4	Detailed description of the project	6 of 16	$\checkmark$
5	If project is located in more than one district, name other districts and list percentage in each district (Attachment)	7 of 16	$\checkmark$
6	Description of Qualified Investment (Attachment)	8 of 16	$\checkmark$
7	Map of qualified investment showing location of new buildings or new improvements with vicinity map.	8 of 16	$\checkmark$
8	Description of Qualified Property (Attachment)	8 of 16	$\checkmark$
9	Map of qualified property showing location of new buildings or new improvements with vicinity map	8 of 16	$\checkmark$
10	Description of Land (Attachment)	9 of 16	$\checkmark$
11	A detailed map showing location of the land with vicinity map.	9 of 16	$\checkmark$
12	A description of all existing (if any) improvements (Attachment)	9 of 16	$\checkmark$
13	Request for Waiver of Job Creation Requirement (if applicable) (Attachment)	9 of 16	$\checkmark$
14	Calculation of three possible wage requirements with TWC documentation. (Attachment)	10 of 16	$\checkmark$
15	Description of Benefits	10 of 16	$\checkmark$
16	Economic Impact (if applicable)	10 of 16	
17	Schedule A completed and signed	13 of 16	$\checkmark$
18	Schedule B completed and signed	14 of 16	$\checkmark$
19	Schedule C (Application) completed and signed	15 of 16	$\checkmark$
20	Schedule D completed and signed	16 of 16	$\checkmark$
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	$\checkmark$
22	Order, Resolution, or Ordinance Establishing the Zone (Attachment)*	9 of 16	$\checkmark$
23	Legal Description of Reinvestment Zone (Attachment)*	9 of 16	$\checkmark$
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.

day of Decem

Signature (Authorized Business Representative (Applicant))

GIVEN under my hand and seal of office this

Date 12/17/2012

iong

Notary Public, State o

TAMMY L. BIRDSONG Notary Public, State of Texas My Commission Expires Sectember 14, 2014 tary Seal)

9-14-2014 My commission expires

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)

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TX2012 Ver. 3.1	05-158-A	Texas Franc	hise Tax Repor	t - Page 1		
VOI. 0. 1	(Rev.9-11/6)					
	<b>Tcode</b> 13250 AN	NUAL				
Taxpayer nu		Report y				covered by this report
320397 Taxpayer Name		201	2    11/	15/2012 01/	and the second se	-12/31/2012
Mailing address	THEFTING DIGINOT ONOVE	, Tb				ecretary of State file number Comptroller file number
PIER 1, BA	AY 3				0	801133349
City		State	Country	ZIP Code		neck box if the
SAN FRANCI	ISCO	CA	USA	94111	ad	dress has changed
		Check box if Total Revenue Tiered Partnership Election,	is adjusted for see instructions			
Check box if th	nis is a Corporation or Limited Lial			ntity other than a Corporat	ion or Limited Lial	pility Company
**If not twelve	months, see instructions for annu	alized revenue				
Accounting v		Accounting year	mm d d	y y SIC	code	NAICS code
Accounting y begin date**	• 010111	end date	123111			221100
		 	123111			
REVENUE (	Whole dollars only)					
	eceipts or sales		1. 🔳			30684006 <b>.00</b>
2. Dividen	lds		2. ■			4454242.00
3. Interest	t		3.			1920361 <b>.00</b>
4. Rents (d	can be negative amount)		4. <b>∎</b>			0.00
5. Royaltie 6. Gains/Io	es osses (can be negative amoun	. 4)	5.			0.00
u. Gamano	USSES (can be negative amoun	1)	6. 🔳			0.00
7. Other in	ncome (can be negative amour	nt)	7. 🔳			120462067.00
8. Total gr	ross revenue (Add items 1 t					157520676 <b>.00</b>
9. Exclusion	ons from gross revenue (	(see instructions) 9.				65722892 .00
10. TOTAL I	(item 8 minus ite less than zero, e					91797784 <b>.00</b>
	OODS SOLD (Whole dollars					51151104
11. Cost of		11. 🔳				19965015 <b>.00</b>
10 1. 1						
12. Indirect (Limited to	: or administrative overh	ead costs 12.				45608 <b>.00</b>
13. Other (	see instructions)	13. 🔳				0.00
	COST OF GOODS SOLD	(Add ilems 11 thru 13) <b>14.</b>				20010623.00
	TION (Whole dollars only) and cash compensation	15.				0 <b>.00</b>
15. Wages a		10.				0.00
16. Employ	ee benefits	16. 🔳				0 <b>.00</b>
						- 00
17. Other (:	see instructions)	17. 🔳				0 <b>.00</b>
18. TOTAL	COMPENSATION (Add ite	ms 15 thru 17) 18.				0 . <b>00</b>
Million and			nptroller Official	Use Only	15 (B) (B) (B)	
	Restrict and for the state of t	A T Y I, A METING A K T HINT HAN THAT AND T	n harbel (n la la barrina) Ni la la la company		VE/DE	
					PM Date	
		אין איז			W Date	
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AND IN THE REAL PROPERTY OF	ן מירדו מינשי אנדענינישוו מירדו בירדו אינעראר אורדו	עא אנגרו אורה לאוא וארו בירדאנורייזיד	Page 1 of 2			1062

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TX2012 05-158-B

# Texas Franchise Tax Report - Page 2

Ver. 3.1 (Rev.9-11/6) IEX Tcode 13251 ANNUAL	as Franchise T	ax Report - Page 2		
Taxpayer number	Report year	Due date	Taxpayer name	
32039702439	2012	11/15/2012	PATTERN ENERGY GROUP LP	
MARGIN (Whole dollars only)				
<b>19. Revenue</b> (item 10 X 70%)	19.			64258449 <b>.00</b>
20. Revenue (item 10 minus item 14 COGS)	20.			71787161 <b>.00</b>
<ul> <li>21. Revenue (item 10 minus item 18 Compensation)</li> <li>22. MARGIN (Enter the lowest amount from item 19, 20 or 21)</li> </ul>	21. 🖬 22. 📷			91797784 <b>.00</b> 64258449 <b>.00</b>
APPORTIONMENT FACTOR				
23. Gross receipts in Texas (Whole dollars only)	23. 🔳			2044700 <b>.00</b>
24. Gross receipts everywhere (Whole dollars only)	24.			91797784 <b>.00</b>
25. APPORTIONMENT FACTOR (Divide item 23 by in	tem 24, round to 4 decir	nal places)	25. 🔳	0.0223
TAXABLE MARGIN (Whole dollars only)26. Apportioned margin (Multiply item 22 by item 25)	26.			1432963 <b>.00</b>
27. Allowable deductions (see instructions)	27.			0 <b>.00</b>
28. TAXABLE MARGIN (item 26 minus item 27)	28.			1432963 .00
TAX DUE           29. Tax rate (see instructions for determining the appropriation)	ite tax rate)	ХХ	X 29.	0.0100
30. Tax due (Mulliply item 28 by the tax rate in item 29) (Dollars a	nd cents) 30.			14329.63
TAX ADJUSTMENTS (Dollars and cents) (Do not includ 31. Tax credits (item 23 from Form 05-160)				0.00
32. Tax due before discount (item 30 minus item 31)	32.			14329.63
				0.00
33. Discount (see instructions, applicable to report years 2008 an TOTAL TAX DUE (Dollars and cents)	ad 2009) <b>33.</b>			0.00
34. TOTAL TAX DUE (item 32 minus item 33)	34. 🔳			14329.63
Do not include payment if item 34 is less than \$1, makes a liered partnership elect			170 if making a payment.	
Print or type name			Area code and phone nu	
ERIC LILLYBECK	is true and correct to the	best of my knowledge and belie	415 283 4 ef. Mail orig	
sign here	Date		Texas Comptroller P.O. Box Austin, TX 7	of Public Accounts 149348
			ur erre er erll (900) 252 1391 er (	E12) 462 4600
	year are online at www	window.state.tx.us/taxinfo/tax		512) 465-4600.
	Texas Comptroll	er Official Use Only		
			VE/DE PM Date	

TX2012 Texas Frai	nchise Tax P	ublic Inform	nation Repo	rt		
Ver. 3.0 05-102 To be filed by Corporat	ions, Limited Liabilit	y Companies (LLC)	and Financial Institu	itions		
(Rev.9-11/30) This report MUST	be signed and file	d to satisfy franc	nise tax requireme	ents		
<b>Tcode</b> 13196	🔲 Dopart va	-12				
Taxpayer number	Report ye				d 559, Government C nave on file about you	
11342124333	201	~		10r (512) 463-4600.	are on me about you	
G3 ENERGY, LLC						
Mailing address PIER 1, BAY 3				Secretary of : Comptroller	State (SOS) file num file number	ber or
City State SAN FRANCISCO CA		ZIP Code 94111	Plus 4	080034		
X         Check box if there are currently no changes from previou	s year; if no informat		nplete the applicabl			
Principal office	C7 0411:	1				
PIER 1, BAY 3 SAN FRANCISCO, Principal place of business						
PIÈR 1, BAY 3 SAN FRANCISCO,						
<b>Please sign below!</b> Officer, director and member inform report is completed. The inform report. There is no requirement o officers, directors, or members ch	ation is updated an or procedure for sup lange throughout t	nually as part of th oplementing the ir he year.	e franchise tax	11	34212433312	
SECTION A Name, title and mailing address of each offi Name	cer, director or me Title	mber.	Director	m	m d d y	<i>,</i> , , , , , , , , , , , , , , , , , ,
			YES	Term	m d d y	/ 9
PATTERN RENEWABLES LP Mailing address	MEMBER City			expiration	ZIP Code	
PIER 1, BAY 3	SAN FRA	NCISCO		CA	94111	
Name	Title		Director	Term	m d d y	/ y
			YES	expiration		
Mailing address	City			State	ZIP Code	
Name	Title		Director	m	m d d y	' Y
			YES	Term expiration		
Maíling address	City			State	ZIP Code	
SECTION B Enter the information required for each corp	and the second se				All and the second s	
Name of owned (subsidiary) corporation or limited liability c CHOLLA WIND ENERGY , LLC		ate of formation E	Texas SO	S file number, if any	Percentage of own	nership 50%
Name of owned (subsidiary) corporation or limited liability c		ate of formation	Texas SO	S file number, if any	Percentage of own	
SECTION C Enter the information required for each corr	poration or LLC, if	any, that owns an	interest of 10 pe	rcent or more in th	l his entity or limited	4
liability company. Name of owned (parent) corporation or limited liability com	pany Sta	ate of formation	Texas SO	S file number, if any	Percentage of own	nership
					1	
Registered agent and registered office currently on file. (see Agent: CORPORATION SERVICE COMP2		eed to make chang		box if you need forr istered agent or req	ns to change gistered office inform	mation.
		City		State	ZIP Code	ALL PLUE AND
	620	AÚSTII		TX	78701	
The above information is required by Section 171.203 of the Tax Code for Sections A, B, and C. If necessary. The information will be available			impany that files a Tex	as Franchise Tax Repo	rt. Use additional shee	95
I declare that the information in this document and any attachments bego mailed to each person named in this report who is an officer, di	is true and correct to	the best of my knowl	edge and belief, as of	the date below, and the related corporation	hat a copy of this report	rt has
Sign	Title	i wiło is not currentty	Date		code and phone nur	
here	The	ASURCIZ	11141	2 41	5 283 4000	0
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#### 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		tuar				
Taxpayer number	Repor	( year			nder Chapter 552 and rect information we ha	559, Government Code, ave on file about you.
32037567727	2	012			81or (512) 463-4600.	
Taxpayer name MAJESTIC WIND POWER 2 LLC						
Mailing address PIER 1, BAY 3					Secretary of St Comptroller fil	ate (SOS) file number or
City	ate 'A		PCode 4111	Plus 4	0801006	
X Check box if there are currently no changes from p	revious year; if no infor	mation is di	splayed, compl	ete the applicab	le Information in Section	ons A, B and C.
Principal office	CO CR 041	1 1				
PIER 1, BAY 3 SAN FRANCIS Principal place of business PIER 1, BAY 3 SAN FRANCIS	A CONTRACTOR OF					
Please sign below! Please sign below! Report is completed. The in report. There is no requirer officers, directors, or memb	nformation is updated nent or procedure for iers change througho	d annually a r supplement out the year.	s part of the fr nting the infor	anchise tax	320	3756772712
SECTION A Name, title and mailing address of each		member.		Director	1	
Name	Title			Director	Term	m d d y y
PATTERN RENEWABLES LP	MEMBE	R		YES	expiration	
Mailing address PIER 1, BAY 3	City SAN F	RANCIS	SCO		State	ZIP Code 94111
Name	Title			Director YES	m Term expiration	m d d y y
Mailing address	City				State	ZIP Code
Name	Title			Director	m Term	m d d y y
				YES	expiration	
Mailing address	City			h	State	ZIP Code
SECTION B Enter the information required for eac	h corporation or LLC	C, if any, in	which this en	tity owns an ir	terest of 10 percent	or more.
Name of owned (subsidiary) corporation or limited liab	ility company	State of fo	ormation	Texas SC	95 file number, if any I	Percentage of ownership
Name of owned (subsidiary) corporation or limited lial	ility company	State of fo	rmation	Texas SC	0S file number, if any l	Percentage of ownership
SECTION C Enter the information required for eac liability company.	h corporation or LLC	, if any, the	at owns an int	erest of 10 pe	creent or more in this	s entity or limited
Name of owned (parent) corporation or limited liability	/ company	State of fo	rmation	Texas SC	95 file number, if any i	Percentage of ownership
Registered agent and registered office currently on file Agent: CORPORATION SERVICE CC	. (see instructions if ye MPANY	bu need to n	ake changes;		box if you need form gistered agent or regi	s to change stered office information.
Office: 211 E. 7TH STREET SUIT	'E 620	0	ity AUSTIN		State TX	ZIP Code 78701
The above information is required by Section 173.203 of the Ta for Sections A, B, and C, if necessary. The information will be av	x Code for each corpora	tion or limite		any that files a Te		
I declare that the information in this document and any attack			of my knowledg	e and belief, as of	f the date below, and tha	it a copy of this report has
been mailed to each person named in this report who is an of			lot currently em	ployed by this, or Date		
sign issue	Titl	Remsup	ce.	Illightz		283 4000
	Texas Comptr	oller Off	icial Use O	nly		清洁·11.2 龙鸟之足
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TX2012		nchise Tax						
Ver. 3.0 05-102 (Rev.9-11/30)	To be filed by Corpore This report MUS							
Tcode	13196	-		·				
Taxpayer number		Repor	t year		-	nder Chapter 552 a		
32034712607		2	012			ect information we 81or (512) 463-4600		you.
Taxpayer name NAVARRO GENERA	ATING LLC							
Mailing address							State (SOS) file nu	umber or
PIER 1, BAY 3 City	State		ZI	P Code	Plus 4		file number	
SAN FRANCISCO	CA			4111		080093		
	irrently no changes from previo	us year; if no infor	mation is di	splayed, compl	ete the applicab	le information in Sec	tions A, B and C.	
Principal office PIER 1, BAY 3	SAN FRANCISCO	, CA 941	.11					
Principal place of business PIER 1, BAY 3	SAN FRANCISCO							
Please sign velow! Re re- of	ficer, director and member in port is completed. The inform port. There is no requirement ficers, directors, or members o	nation is updated or procedure for hange througho	d annually a r supplement out the year.	is part of the fr nting the infor	anchise tax.	32	2034712607:	12
SECTION A Name, title and Name	d mailing address of each of	ficer, director or	member.		Director	m	m d d	K H
NOTIC		inte			YES	Term	m d d	у у
	MISSION LP	MEMBE	R			expiration		
Mailing address PIER 1, BAY 3		City SAN F	RANCIS	SCO		State CA	ZIP Code 94111	
Name		Title			Director	m	m d d	у у
					YES	Term expiration		
Mailing address		City			1	State	ZIP Code	
Name		Title			Director	m	m d d	¥ ¥
					YES	Term expiration		
Mailing address		City				State	ZIP Code	
SECTION B Enter the infor	mation required for each co	moration or LLC	if any in	which this on	titu owos an in	terest of 10 perce	nt or more	
Name of owned (subsidiary) o			State of fo			S file number, if an		wnership
		. ,						
Name of owned (subsidiary) c	orporation or limited liability	company	State of fo	rmation	Texas SC	iS file number, if an	y Percentage of o	wnership
SECTION C Enter the information liability compa		poration or LLC	I, if any, tha	nt owns an int	rerest of 10 pe	rcent or more in t	nis entity or limit	ted
Name of owned (parent) corp		ıpany	State of fo	rmation	Texas SO	S file number, if an	y Percentage of o	wnership
Registered agent and register			ou need to m	ake changes;		box if you need for		
Agent: CORPORATIO	N SERVICE COMP	ANY	10	ity	the reg	listered agent or re State	gistered office inf ZIP Code	
Office: 211 E. 7TH	STREET SUITE	620	Z	AUSTIN_		TX	7870	)1
The above information is required for Sections A, B, and C, if necessa				d liability compa	any that files a Tex	kas Franchise Tax Rep	ərt. Use additional sl	heets
I declare that the information in th been mailed to each person name	his document and any attachment							
		Titl		or contently eng	Date		code and phone i	
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#### 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	Report	vear	Vauhava	<b>:ertain rights</b> u	nder Chanter	557 and 55	0 Govern	ment Code
		012	to review, r	equest, and corr	ect informatic	n we have		
32025738983	Z		Contact us	at (800) 252-138	stor (512) 403	-4600.		
PÀTTERN PANHANDLE WIND LLC Mailing address					Secret	ary of State	e (SOS) file	number or
PIER 1, BAY 3 City State		ZIF	Code	Plus 4		troller file r		
SAN FRANCISCO CA		9	4111			07682		
X Check box if there are currently no changes from previous y	ear; if no inforr	nation is dis	played, comple	ete the applicabl	le information	in Sections	A, B and C	-
Principal office PIER 1, BAY 3 SAN FRANCISCO,	CA 941	11						
Principal place of business PIER 1, BAY 3 SAN FRANCISCO,	CA 941	11						
Please sign below! Officer, director and member inform Report is completed. The informati report. There is no requirement or officers, directors, or members char	nation is report on is updated procedure for nge throughou	ted as of th annually as supplemen It the year.	part of the fr	anchise tax		32025	573898	3312
SECTION A Name, title and mailing address of each office Name	r, director or Title	member.		Director	1	m m	d	f y y
home				- YES	Term			· , , ,
PATTERN RENEWABLES LP Mailing address	MEMBER City	۲			expiration State		ZIP Code	2
PIER 1, BAY 3	SAN FI	RANCIS	CO	1.5	CA		9411	.1
Name	Title			Director YES	Term expiration	m m	d a	i y y
Mailing address	City			1	State		ZIP Code	9
Name	Title			Dîrector	Term expiration	m m	d q	Гуу
Mailing address	City				State		ZIP Code	9
SECTION B Enter the information required for each corpo	ration or LLC	. if any, in y	hich this en	tity owns an in	terest of 10	percent o	r more.	
Name of owned (subsidiary) corporation or limited liability con		State of for			S file numbe			of ownershi
Name of owned (subsidiary) corporation or limited liability con	npany	State of fo	mation	Texas SO	S file number	r, îf any Per	centaged	of ownership
SECTION C Enter the information required for each corpo liability company.	ration or LLC	, if any, tha	t owns an int	erest of 10 pe	rcent or mor	e in this e	ntity or li	mited
Name of owned (parent) corporation or limited liability compa	ny	State of fo	mation	Texas SO	S file number	, if any Per	centage o	of ownership
Registered agent and registered office currently on file. (see in: Agent: CORPORATION SERVICE COMPAN	an a				box if you ne listered agen	t or registe	red office	
<sup>Office:</sup> 211 E. 7TH STREET SUITE 62	20	Ci A	ty USTIN		Sta T	ate X	ZIP C 78	ode 701
The above information is required by Section 171,203 of the Tax Code for for Sections A, B, and C, if necessary. The information will be available for			liability compa	any that files a Tex	kas Franchise Ta	ax Report. U	se addition	al sheets
I declare that the information in this document and any attachments is in been mailed to each person named in this report who is an officer, direct								
sign J3S L	Title			Date NIMIT		Area code		ne number
Texa	as Comptro	oller Offi	cial Use O	nly	distant.			1. a x 24
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#### **Texas Franchise Tax Public Information Report**

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

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

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

fundation of the alt	
Tcode	13196

Taxpayer number	Report year	You have	certain rights u	nder Chapter 552 and .	559, Government Code,
32017899256	2012			ect information we ha 11 or (512) 463-4600.	ve on file about you.
Taxpayer name SAND HILLS WIND POWER LLC					
Mailing address PIER 1, BAY 3					ate (SOS) file number or
lity State		ZIP Code	Plus 4	Comptroller file	
SÁN FRANCISCO CA		94111		0800524	
Check box if there are currently no changes from previous rrincipal office	year; if no information	is displayed, comp	lete the applicabl	e information in Sectio	ns A, B and L,
PIER 1, BAY 3 SAN FRANCISCO,	CA 94111				
Principal place of business PIER 1, BAY 3 SAN FRANCISCO,	CA 94111				
Officer, director and member infor Report is completed. The informat report. There is no requirement or officers, directors, or members cha	mation is reported as tion is updated annua procedure for supple nge throughout the	illy as part of the f menting the info year.	ranchise tax	320	1789925612
ECTION A Name, title and mailing address of each office lame	er, director or memb Title	Der.	Director		m d d y y
ionie	1 LIE			Term	m d d y y
PATTERN RENEWABLES LP	MEMBER		YES	expiration	
Mailing address PIER 1, BAY 3	City SAN FRAN	TSCO		State	ZIP Code 94111
lame	Title	01000	Director	m	m d d y y
			YES	Term expiration	
Aailing address	City		1	State	ZIP Code
			Director		
lame	Title		Director	Term m	m d d y y
			YES	expiration	
failing address	City			State	ZIP Code
ECTION B Enter the information required for each corpo	oration or LLC, if any	, in which this er	ntity owns an in	terest of 10 percent	or more.
lame of owned (subsidiary) corporation or limited liability co	mpany State	offormation	Texas SO:	S file number, if any P	ercentage of ownership
lame of owned (subsidiary) corporation or limited liability co	mpany State	offormation	Tayas SO	S file number if any P	ercentage of ownership
inite of owned (subsidiary) corporation of initized industry co	inputy state	orronnation		s me namoer, ir artyli	electrosge of ownership
ECTION C Enter the information required for each corpo liability company.	pration or LLC, if any	r, that owns an in	terest of 10 per	rcent or more in this	entity or limited
ame of owned (parent) corporation or limited liability compa	any State	of formation	Texas SO	5 file number, if any P	Percentage of ownership
egistered agent and registered office currently on file. (see in	structions if you need	to make changes;	Check l	oox if you need forms	to change
gent: CORPORATION SERVICE COMPA	NY		the reg	istered agent or regis	tered office information
office: 211 E. 7TH STREET SUITE 6	20	City AUSTIN		State TX	ZIP Code 78701
he above information is required by Section 171.203 of the Tax Code for Sections A, B, and C, if necessary. The information will be available for	or each corporation or l		any that files a Tex		
declare that the information in this document and any attachments is	true and correct to the				
een mailed to each person named in this report who is an officer, dire	tor or member and wh	o is not currently en	Date		de and phone number
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#### 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	<b>.</b>	leport year	× 1		- I - Charles PPA	lero c	
			to review,	request, and cori	inder Chapter 552 rect information w	ve have on file abo	
32039155034 Taxpayer name		2012	Contact L	is at (800) 252-13.	81or (512) 463-46(	20.	
TEXAS GULF WIND 2 LLC Mailing address					Secretary	of State (SOS) file	number or
PIER 1, BAY 3			210 Code	Dlug 4		ler file number	
	ate A		ZIP Code 94111	Plus 4	08013	101943	
Check box if there are currently no changes from p	revious year; if no	information is	displayed, com	plete the applicab	le information in S	ections A, B and C	-
Principal office PIER 1, BAY 3 SAN FRANCIS	CO, CA	94111					
Principal place of business PIER 1, BAY 3 SAN FRANCIS	CO, CA	94111					
Please sign below! Officer, director and memb Report is completed. The ir report. There is no requirer officers, directors, or memb	er information is of formation is up nent or procedu	reported as o dated annually re for supplem	y as part of the nenting the info	franchíse tax	3	3203915503	412
SECTION A Name, title and mailing address of eac	h officer, direct	or or membe	fa				
Name	Title			Director	Term	m m d o	l y y
PATTERN RENEWABLES LP	MEM	IBER		- YES	expiration		
Mailing address PIER 1, BAY 3	City	FRANC	ISCO		State CA	ZIP Code 9411	
Name	Title			Director	Term	n m d d	Гуу
				YES	expiration		
Mailing address	City				State	ZIP Code	9
Name	Title			Director		n m d d	уу
				YES	Term expiration		
Mailing address	City				State	ZIP Code	9
SECTION B Enter the information required for eac	h corporation c	or LLC, if any, i	in which this e	ntity owns an ir	terest of 10 per	cent or more.	
Name of owned (subsidiary) corporation or limited liab	ility company	State of	formation	Texas SC	)\$ file number, if a	any Percentage c	of ownership
Name of owned (subsidiary) corporation or limited liab	ility company	State of	formation	Texas SC	)S file number, if a	any Percentage c	of ownership
SECTION C Enter the information required for eac liability company.	h corporation c	or LLC, if any, t	that owns an î	nterest of 10 pe	rcent or more in	this entity or li	mited
Name of owned (parent) corporation or limited liability	company	State of	formation	Texas SC	)S file number, if a	any Percentage o	of ownership
Registered agent and registered office currently on file Agent: CORPORATION SERVICE CC	. (see instruction MPANY	s il you need to	o make changes	Check	box if you need for gistered agent or		information.
Office: 211 E. 7TH STREET SUIT	'E 620		City AUSTIN		State TX	ZIP C	ode 701
The above information is required by Section 171.203 of the Ta for Sections A, B, and C, if necessary. The information will be av	x Code for each co			pany that files a Te			
I declare that the information in this document and any attach	ments is true and	correct to the be					
been mailed to each person named in this report who is an off	icer, director of the	Title	is not currently er	Date		ea code and phor	
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Taxpayer n	Tcode	13196		Repor	t vear	Vouhaua	ortain rights	under Chapter 552 d	and \$50 Govern	ment Code
					-	to review, n	equest, and co	rrect information we	e have on file ab	
320416 Taxpayer nat	me				012	Contact us	at (800) 252-1.	381or (512) 463-460	).	
PATTER Mailing addr	RN OPERA	FORS LP						Secretary o	f State (SOS) fil	e number or
PIER 1			10.0			ND Co J.	IDI.us 6		er file number	
City SAN FR	RANCISCO		State CA			ZIP Code 94111	Plus 4	08012	53780	
X Check	box if there are cu	irrently no changes fro	om previous g	year; if no info	mation is d	lisplayed, compl	ete the applica	ble information in Se	ctions A, B and	С.
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Principal play	ce of business	27//*0.255.7254								
		SAN FRANC				the date a Publ	ic Information			
Please sig	re of	port is completed. T port. There is no req ficers, directors, or m	he informat uirement or embers cha	ion is updated procedure fo nge througho	d annually r suppleme out the yea	as part of the fr enting the infor ir.	anchise tax		204160104	4112
Name	Name, title and	d mailing address of	reach office	Title	member.		Director		m d	d y y
24						1.01	YES	Term		
PATTER Mailing addr		Y GROUP LP		MEMBE City	R			expiration	ZIP Cod	e
PIER 1				SAN F	RANCI	SCO	Director	CA	9411	11
Name				1 KIC			YES	Term		d y y
								expiration	1710 5-4	
Mailing addr	ess			City				State	ZIP Cod	e
Name				Title			Director	m Term	m d	d y y
							YES	expiration		
Mailing addr	ess			City				State	ZIP Cod	e
SECTION B	Enter the infor	mation required for	each corpo	oration or LL	C, if any, ir	which this en	tity owns an i	interest of 10 perc	ent or more.	
Name of owi	ned (subsidiary) o	orporation or limited	d liability cou	mpany	State of t	formation	Texas S	OS file number, if a	ny Percentage	of ownership
Name of own	ned (subsidiary) o	corporation or limited	l liability co	mpany	State of f	formation	Texas S	OS file number, if a	ny Percentage	of ownership
SECTION C	Enter the infor	mation required for	each corpo	oration or LL	 C, if any, th	nat owns an int	terest of 10 p	ercent or more in		imited
	liability compa	iny.								
Name of owi	ned (parent) corp	oration or limited lia	bility compa	any	State of I	formation	Texas S	OS file number, if a	ny Percentage	of ownership
		red office currently o			ou need to	make changes;		k box if you need fo	1000 March 1000 March 1000 March 1000	
1		N SERVICE	COMPA	NY		City	the re	gistered agent or r	-	e information. Lode
Office: 213		STREET SU				AÚSTIN		TX	78	701
		by Section 171.203 of a ry. The information will				ted liability compa	any that files a T	exas Franchise Tax Re	port. Use addition	hal sheets
I declare that t	he information in t	his document and any a	ttachments is	true and correc	t to the bes	t of my knowledg	e and belief, as	of the date below, and	that a copy of th	is report has
sign	each person nami	ed in this report who is a	an officer, dire	Tit		not currency em	Date		a code and pho	
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#### Ver. 3.0

#### **Texas Franchise Tax Public Information Report**

05-102 To be filed by Corporations, Limited Liability Companies (LLC) and Financial Institutions This report MUST be signed and filed to satisfy franchise tax requirements (Rev 9-11/30) 13196 ■ Tcode Report year Taxpayer number You have certain rights under Chapter 552 and 559, Government Code, to review, request, and correct information we have on file about you. 270279717 2012 Contact us at (800) 252-1381or (512) 463-4600. Taxpayer name PATTERN GULF WIND EQUITY LLC Mailing address PIER 1, Secretary of State (SOS) file number or BAY 3 Comptroller file number ZIP Code Plus 4 State CA <sup>City</sup> SAN FRANCISCO 94111 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 PIÉR 3 FRANCISCO, CA 94111 1, BAY SAN Officer, director and member information is reported as of the date a Public Information Please sign below 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 0279717012 officers, directors, or members change throughout the year. SECTION A Name, title and mailing address of each officer, director or member. Name Title Director m d đ m У ¥ Term YES expiration MEMBER PATTERN ENERGY GROUP LP ZIP Code Mailing address City State SAN FRANCISCO 94111 PIER 1 CA BAY 3 Title Director Name m d d Y 177 ¥ Term YES expiration ZIP Code Mailing address City State Director Name Title m m d đ Term YES expiration ZIP Code City State Mailing address 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 Texas SOS file number, if any Percentage of ownership State of formation 48.46% DE 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 ZIP Code State TX City AUSTIN Office: 211 7TH STREET SUITE 78701 Ε. 620 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. Title Date Area code and phone number sign 1114/12 415 283 here Tronsugar 4000 **Texas Comptroller Official Use Only** VE/DE **PIR IND** Ο

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TX2012	05-166	Texas F	ranc	hise	Та	x Affiliate Schedule	
Ver. 3.1	(Rev.9-11/4)						
		253 ANNUAL					
Reporting e	entity taxpayer number		Report y	ear		Reporting entity taxpayer name	
			010				
32039	702439		2012		-	PATTERN ENERGY GROUP LP	
Report	ing entity must be	included on Affiliate Schedu	le. Affi	liate r	ерог	ting period dates must be within com	bined group's accounting period dates.
1. Legal name	e of affiliate			2. Affil	iate	taxpayer number (if none, use FEI number)	■ 3. Affiliate NAICS code
PATTERN F	NERGY GROUP LP			320	39	702439	221100
4. Check bo		5. Check box if this affiliate d		020	Ť	■ 6. Affiliate reporting begin date	7. Affiliate reporting end date
disregarded	l for franchise tax	NOT have NEXUS in Texa	5			mm dd y y	m m d d y y
•						010111	123111
8. Gross re	eceipts subject to thro	wback in other states <i>(before elim</i>	inations;	)		9. Gross receipts everywhere (before elim	inations)
-			0	.00	)		61753531 <b>.00</b>
10. Gross r	eceipts in Texas (befo	re eliminations)				11. Cost of goods sold or compensation (I	pefore eliminations)
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Check hor	y if this is a Corporation	n or Limited Liability Company			_	box if this is an Entity other than a Corpora	
1. Legal nam		TO ENTROY ENDERING YOUNDERING				taxpayer number (# none, use FEI number)	3. Affiliate NAICS code
			ר				
PATTERN E	NERGY GROUP HOLD	INGS LP		320	39	702397	221100
	obox if entity is	5. Check box if this affiliate d				■ 6. Affiliate reporting begin date	<ol> <li>Affiliate reporting end date</li> </ol>
disregard	ded for franchise tax	NOT have NEXUS in Texa	5		1.5	m m d d y y	m m d d y y
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∎8, Gross re	eceipts subject to through	wback in other states (before elim	inations)		_	9. Gross receipts everywhere (before elimit	inations)
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10. Gross r	eceipts in Texas (befo	re eliminations)				11. Cost of goods sold or compensation (b)	
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Check boy	x if this is a Corporation	on or Limited Liability Company		С	heck	t box if this is an Entity other than a Corpora	tion or Limited Liability Company
1. Legal nam	e of affiliate			2 Affil	liate	taxpayer number (if none, use FEI number)	3. Affiliate NAICS code
G3 ENERGY			ΠĒ			124333	221100
and a later of the	box if entity is	5. Check box if this affiliate d	nes	<u> </u>	T	■ 6. Affiliate reporting begin date	7. Affiliate reporting end date
	ded for franchise tax	NOT have NEXUS in Texa				m m d d y y	m m d d y y
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Chack boy	v if this is a Comorati	on or Limited Liability Company	X		her	box if this is an Entity other than a Corpora	tion or Limited Liability Company
					_		
the reporting	entity of a combine er information onlic	e group with a temporary cre e at window.texas.gov/comm	ait for mowner	pusines	ss lo s in	oss carryforwards preserved for itself and formation must be provided to satisfy	franchise tax reporting requirements.
An information	report (Form 05-10	2 or Form 05-167) must be file	for ea	ch affili	iate	that is organized in Texas or that has a ph	ysical presence in Texas,

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#### **Texas Franchise Tax Affiliate Schedule**

TX2012 05-166 Ver. 3.1 (Rev.9-11/4)

1. Legal name of affiliate

Tcode 13253 ANNUAL

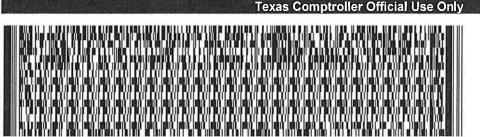
Reporting entity taxpayer number	Report year	Reporting entity taxpayer name
32039702439	2012	PATTERN ENERGY GROUP LP

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

2. Affiliate taxpayer number (if none, use FEI number)

MAJESTIC WIND POWER 2 LLG	2	320	37567727	221100
4. Check box if entity is	5. Check box if this affiliate does		■6. Affiliate reporting begin date	<ol> <li>Affiliate reporting end date</li> </ol>
disregarded for franchise tax	NOT have NEXUS in Texas		m m d d y y	m m d d y y
			010111	123111
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■10. Gross receipts in Texas (bef	ore eliminations)	0.00	■ 11. Cost of goods sold or compensation (b	
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1. Legal name of affiliate		📲 2. Affili	ate taxpayer number (# none, use FEI number)	3. Affiliate NAICS code
NAVARRO GENERATING LLC		320	34712607	221100
4. Check box if entity is disregarded for franchise tax	5. Check box if this affiliate does NOT have <b>NEXUS</b> in Texas		■6. Affiliate reporting begin date m m d d y y	■7. Affiliate reporting end date m m d d y y
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Check box if this is a Corporati	on or Limited Liability Company	K Ch	eck box if this is an Entity other than a Corporat	ion or Limited Liability Company
1. Legal name of affiliate		2. Affilia	ate taxpayer number (if none, use FEI number)	3. Affiliate NAICS code
PATTERN PANHANDLE WIND LL	C	320	25738983	221100
4. Check box if entity is disregarded for franchise tax	5. Check box if this affiliate does NOT have <b>NEXUS</b> in Texas		■6. Affiliate reporting begin date m m d d y y	<b>1</b> 7. Affiliate reporting end date $m$ $m$ $d$ $d$ $y$ $y$
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10, Gross receipts in Texas (befo	ore eliminations)		■11. Cost of goods sold or compensation (b	efore eliminations)
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Check box if this is a Corporati	on or Limited Liability Company	Ch	eck box if this is an Entity other than a Corporat	ion 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.

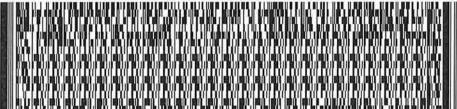


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■ 3. Affiliate NAICS code



Arer. 3.1       (Rev.9-11/4)         • Tcode       1.3253         Reporting entity taxpayer number       • Report year         32039702439       2012         PATTERN       PATTERN         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 ( <i>if none, use FEI number</i> )       • 3. Affiliate NAICS code         SND HILLS WIND POWER LLC       32017899256       221100         4. Check box if entity is disregarded for franchise tax       • Check box if this affiliate does NOT have NEXUS in Texas       • 6. Affiliate reporting begin date m m d d y y (123111)         • • • • • • • • • • • • • • • • • • •	1Q52B2 9.000		Тамаа	Franchica	Tay Affiliate Cabadula	
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disregarded for franchise tax       NOT have NEXUS in Texas       m m d d y y       m m d d y y         m m d d y y       123111         B. Gross receipts subject to throwback in other states (before eliminations)       9. Gross receipts everywhere (before eliminations)         10. Gross receipts in Texas (before eliminations)       1473198.00         11. Cost of goods sold or compensation (before eliminations)         1473198.00       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         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 05-162 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	4. Check	box if entity is	5. Check box if this affiliate	does	■ 6. Affiliate reporting begin date	<ol> <li>Affiliate reporting end date</li> </ol>
B. Gross receipts subject to throwback in other states (before eliminations)     O.00     1473198.00     1473198.00     1473198.00     0.00						260 83
B. Gross receipts subject to throwback in other states (before eliminations)     O.00     1473198.00     1473198.00     1473198.00     0.00						
B. Gross receipts subject to throwback in other states (before eliminations)     O.00     1473198.00     1473198.00     1473198.00     0.00	1.22		_ []		010111	123111
10. Gross receipts in Texas (before eliminations)          1473198.00       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         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	8. Gross re	ceipts subject to throw	wback in other states (before eli	minations)		
10. Gross receipts in Texas (before eliminations)          1473198.00       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         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				0 00		1473198 00
1473198 .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         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				0.00		11/3190
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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. Texas Comptroller Official Use Only			1 / 7	2100 00		0.00
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. In 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			14/	5190.00		0.00
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. In 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	Chask has	if this is a Composition	an or Limited Liphility Company		ook how if this is an Entity other than a Comora	tion or Limited Liphility Company
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						
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	, ,					
Texas Comptroller Official Use Only						
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#### **Texas Franchise Tax Affiliate Schedule**

Ver. 3.1 (Rev.9-11/4)

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■ Tcode 13. ■ Reporting entity taxpayer number	253 ANNUAL	ort year	Reporting entity taxpayer name		
		ont your			
32039702439	20	12	PATTERN ENERGY GROUP LP		
Reporting entity must be	included on Affiliate Schedule.	Affiliate rep	porting period dates must be within con	nbined group's accounting peri	iod dates.
1. Legal name of affiliate		2. Affilia	te taxpayer number (if none, use FEI number)	■ 3. Affiliate NAICS	code
PATTERN RENEWABLES DEVELO		0000	00001	221100	
<ol> <li>Check box if entity is disregarded for franchise tax</li> </ol>	<ol> <li>Check box if this affiliate does NOT have NEXUS in Texas</li> </ol>		■6. Affiliate reporting begin date m m d d y y	■7. Affiliate reporting end m m d d y	
			010111	123111	
			010111	123111	
8. Gross receipts subject to throw	wback in other states (before eliminati	ions)	9. Gross receipts everywhere (before elin	πinations)	
		0.00		590	50 <b>.00</b>
10. Gross receipts in Texas (before)	re eliminations)		■11. Cost of goods sold or compensation	(before eliminations)	
Г		<b>00.</b> 0			0 . <b>00</b>
Chock box if this is a Compreti			eck box if this is an Entity other than a Corpor	ration or Limited Liability Company	
Check box if this is a Corporation 1. Legal name of affiliate	in or Limited Liapling Company L		te taxpayer number (if none, use FEI number)	■ 3. Affiliate NAICS	
SPRING VALLEY WIND LLC		2040	55793	221100	
4. Check box if entity is	5. Check box if this affiliate does		■6. Affiliate reporting begin date	<ol> <li>7. Affiliate reporting end</li> </ol>	date
disregarded for franchise tax	NOT have NEXUS in Texas		m m d d y y	m m d d y	<u> </u>
	X		010111	123111	
8. Gross receipts subject to throw	l <i>w</i> back in other states <i>(before eliminati</i>	ons)	<ul> <li>9. Gross receipts everywhere (before elin)</li> </ul>	ninations)	
		0.00			0.00
■10. Gross receipts in Texas (befo	re eliminations)		■11. Cost of goods sold or compensation	(before eliminations)	
		0.00			0.00
Check box if this is a Corporation	n or Limited Liability Company		ck box if this is an Entity other than a Corpor	ation of Limited Liability Company	Ц
1. Legal name of affiliate		1	te taxpayer number (if none, use FEI number)	3. Affiliate NAICS	code
TRES VAQUEROS WIND FARMS,	LLC	0000	00004	221100	
<ol> <li>Check box if entity is disregarded for franchise tax</li> </ol>	<ol><li>Check box if this affiliate does NOT have NEXUS in Texas</li></ol>		■ 6. Affiliate reporting begin date m m d d y y	<ol> <li>7. Affiliate reporting end</li> </ol>	
			m m d d y y	m m d d y	_ <b>_</b>
- D			010111	123111	
8. Gross receipts subject to throw	vback in other states (before elimination	ons)	9, Gross receipts everywhere (before elin	ninations)	
		0 <b>.00</b>		1499	73 <b>.00</b>
10. Gross receipts in Texas (before)	re eliminations)		■ 11. Cost of goods sold or compensation (	(before eliminations)	
		0 00	<b>_</b> , <b>_</b> , <b>_</b> , <b>_</b> , <b>,</b>	,	0.00
		0 <b>.00</b>			0 <b>.00</b>
Check box if this is a Corporatio	on or Limited Liability Company	Che	ck box if this is an Entity other than a Corpor	ation or Limited Liability Company	
			loss carryforwards preserved for itself an		•
			information must be provided to satisfy e that is organized in Texas or that has a pl		ements.
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#### **Texas Franchise Tax Affiliate Schedule**

Ver. 3.1 (Rev.9-11/4)

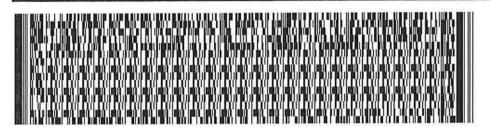
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<b>Tcode</b> 13253 ANNUAL		
Reporting entity taxpayer number	Report year	Reporting entity taxpayer name
32039702439	2012	PATTERN ENERGY GROUP LP
Reporting entity must be included on Affiliate S	chedule. Affiliate re	porting period dates must be within combined group's accounting period dates.

1. Legal name of affiliate		2. Affilia	te taxpayer number (if none, use FEI number)	■ 3. Affiliate NAICS	code
RIPLEY-WESTFIELD WIND LLC		0000	00005	221100	
4. Check box if entity is	5. Check box if this affiliate does	10000	6. Affiliate reporting begin date	7. Affiliate reporting end	date
disregarded for franchise tax	NOT have NEXUS in Texas		m m d d y y	m m d d y	
			010111	123111	
8. Gross receipts subject to throw	vback in other states (before elimination)	ons) 0 <b>.00</b>	9. Gross receipts everywhere (before elimin	ations)	0 <b>.00</b>
■ 10. Gross receipts in Texas (befo	re eliminations)		■11. Cost of goods sold or compensation (be	efore eliminations)	
		0 <b>.00</b>			0 <b>.00</b>
Check box if this is a Corporatio	n or Limited Liability Company	Che	eck box if this is an Entity other than a Corporati	on or Limited Liability Company	
1. Legal name of affiliate		2. Affilia	te taxpayer number (if none, use FEI number)	■ 3. Affiliate NAICS	code
POLE CANYON WIND LLC		0000	00006	221100	
4. Check box if entity is disregarded for franchise tax	<ol> <li>Check box if this affiliate does NOT have NEXUS in Texas</li> </ol>		■6. Affiliate reporting begin date m m d d y y	■7. Affiliate reporting end m m d d y	11150
			010111	123111	
8. Gross receipts subject to throw	vback in other states (before elimination	ons)	9. Gross receipts everywhere (before elimin	ations)	
		0.00			0 <b>.00</b>
■10. Gross receipts in Texas (befo	re eliminations)	0 <b>.00</b>	■11. Cost of goods sold or compensation (be	efore eliminations)	0 <b>.00</b>
Check box if this is a Corporatio	n or Limited Liability Company		eck box if this is an Entity other than a Corporati	on or Limited Liability Company	
1. Legal name of affiliate		2. Affilia	te taxpayer number <i>(if none, use FEI number)</i>	3. Affiliate NAICS	code
POLE CANYON TRANSMISSION ]	I NC.	2644	81956	221100	
4. Check box if entity is disregarded for franchise tax	5. Check box if this affiliate does NOT have <b>NEXUS</b> in Texas		■6. Affiliate reporting begin date m m d d y y	■7. Affiliate reporting end m m d d y	
	- X		010111	123111	
8. Gross receipts subject to throw	vback in other states (before elimination	ons)	9. Gross receipts everywhere (before elimin	ations)	
		<b>00.</b> 0			0 <b>.00</b>
■10. Gross receipts in Texas (befo	re eliminations)		■11. Cost of goods sold or compensation (be	efore eliminations)	
		0 <b>.00</b>			0 <b>.00</b>
Check box if this is a Corporation	on or Limited Liability Company	Che	eck box if this is an Entity other than a Corporati	on 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 preserve in Texas.

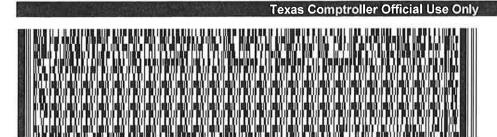
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/er. 3.1 (Rev.9-11/4) <b>Tcode</b> 13	3253 ANNUAL			
Reporting entity taxpayer number	er 📕 🖡	leport year	Reporting entity taxpayer name	
32039702439	2	2012	PATTERN ENERGY GROUP LP	
Reporting entity must be	e included on Affiliate Schedu	le. Affiliate re	porting period dates must be within co	ombined group's accounting period dates,
1. Legal name of affiliate		∎2. Affilia	ate taxpayer number (if none, use FEI number	r) ■3. Affiliate NAICS code
CONCORD WIND POWER LLC		000	000007	221100
4. Check box if entity is disregarded for franchise tax	5. Check box if this affiliate d NOT have <b>NEXUS</b> in Texas		■6. Affiliate reporting begin date m m d d y y	■7. Affiliate reporting end date m m d d y y
			010111	123111
8. Gross receipts subject to thr	owback in other states (before elimi	inations) () <b>.00</b>	9. Gross receipts everywhere (before e	liminations)
10. Gross receipts in Texas (be	fore eliminations)		■11. Cost of goods sold or compensation	
		0 <b>.00</b>		0.0
Check box if this is a Corpora	tion or Limited Liability Company		eck box if this is an Entity other than a Corp	
1. Legal name of affiliate	· · · · · · · · · · · · · · · · · · ·	a. Affili	ate taxpayer number (# none, use FEI numbe	n) 3. Affiliate NAICS code
EL PASO WIND, LLC	(r	000	00008	221100
4. Check box if entity is disregarded for franchise tax	5. Check box if this affiliate de NOT have <b>NEXUS</b> in Texas		■6. Affiliate reporting begin date m m d d y y	■7. Affiliate reporting end date m m d d y y
			010111	123111
8, Gross receipts subject to thr	u owback in other states (before elimi	nations) 0 <b>.00</b>	9. Gross receipts everywhere (before e	liminations)
■10. Gross receipts in Texas (be)	fore eliminations)	0 <b>.00</b>	■11. Cost of goods sold or compensation	n (before eliminations)
Check box if this is a Corporat	tion or Limited Liability Company	-	eck box if this is an Entity other than a Corp	
1. Legal name of affiliate		2. Affili	ate taxpayer number (if none, use FEI number	r) 3. Affiliate NAICS code
PATTERN PUERTO RICO WIND	DEVELOPMENT LLC	000	200009	221100
4. Check box if entity is disregarded for franchise tax	5. Check box if this affiliate do NOT have <b>NEXUS</b> in Texas		■6. Affiliate reporting begin date m m d d y y	■7. Affiliate reporting end date m m d d y y
	X		010111	123111
8. Gross receipts subject to thr	owback in other states (before elimi		9. Gross receipts everywhere (before e	
		<b>00.</b> 0		0.00
■10. Gross receipts in Texas (be)	fore eliminations)	0 00	■11. Cost of goods sold or compensation	
		0 . <b>00</b>		0.00
Check box if this is a Corporation	tion or Limited Liability Company	Ch Ch	eck box if this is an Entity other than a Corpo	oration or Limited Liability Company
The reporting entity of a combin common owner information onl	ned group with a temporary cre ine at window.texas.gov/commo	dit for busines mowner/. This	s loss carryforwards preserved for itself a information must be provided to satisl ate that is organized in Texas or that has a	and/or affiliates must electronically subm fy franchise tax reporting requirements.





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#### **Texas Franchise Tax Affiliate Schedule**

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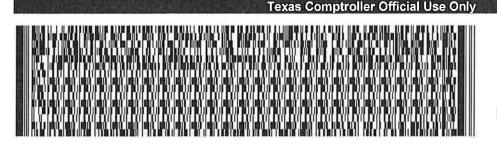
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Reporting entity taxpayer number	Report year	Reporting entity taxpayer name	
32039702439	2012	PATTERN ENERGY GROUP LP	

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. Affilia	e taxpayer number <i>(if none, use FEI number</i> )	■ 3. Affiliate NAICS code
ARAGONNE WIND II LLC		0000	00010	221100
4. Check box if entity is	5. Check box if this affiliate does	0000	6. Affiliate reporting begin date	■7. Affiliate reporting end date
disregarded for franchise tax	NOT have NEXUS in Texas		m m d d y y	m m d d y y
			010111	123111
8. Gross receipts subject to through	wback in other states (before elimination)	ons)	9. Gross receipts everywhere (before elim	inations) 0 .00
■ 10. Gross receipts in Texas (befo	re eliminations)		■11. Cost of goods sold or compensation (i	before eliminations)
		0 . <b>00</b>	5	0 <b>.0</b> 0
Check box if this is a Corporation	on or Limited Liability Company	Che	ck box if this is an Entity other than a Corpora	ation or Limited Liability Company
1. Legal name of affiliate		🔳 2. Affilia	te taxpayer number (if none, use FEI number)	3. Affiliate NAICS code
SELDOM SEEN WIND LLC		0000	00012 .	221100
4. Check box if entity is disregarded for franchise tax	<ol> <li>Check box if this affiliate does NOT have NEXUS in Texas</li> </ol>		<ol> <li>Affiliate reporting begin date</li> </ol>	<ol> <li>Affiliate reporting end date</li> </ol>
			m m d d y y	m m d d y y
			010111	123111
<ol> <li>8. Gross receipts subject to throw</li> </ol>	woack in other states (before elimination	ons)	9. Gross receipts everywhere (before elim	inations)
		0 <b>.00</b>		9805 <b>.00</b>
■ 10. Gross receipts in Texas (befo	re eliminations)	0.00	■11. Cost of goods sold or compensation ( <i>b</i>	before eliminations)
Check box if this is a Corporation	on or Limited Liability Company		ck box if this is an Entity other than a Corpora	
1. Legal name of affiliate		2. Affilia	e taxpayer number (if none, use FEI number)	3. Affiliate NAICS code
HATCHET RIDGE WIND, LLC		0000	00012	221100
4. Check box if entity is	5. Check box if this affiliate does		6. Affiliate reporting begin date	<ol> <li>Affiliate reporting end date</li> </ol>
disregarded for franchise tax	NOT have <b>NEXUS</b> in Texas		mm dd y y	m m d d y y
	X		010111	123111
8. Gross receipts subject to throw	wback in other states (before elimination	ons)	9. Gross receipts everywhere (before elimination)	inations)
		<b>00.</b> 0		28070615 <b>.00</b>
■10. Gross receipts in Texas (befo	re eliminations)		■ 11. Cost of goods sold or compensation (b	before eliminations)
		<b>00.</b> 0		20010613 <b>.00</b>
Check box if this is a Corporation	n or Limited Liability Company	] Che	ck box if this is an Entity other than a Corpora	tion or Limited Liability Company
			land some forwards, and some the literation of the second states of the	

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.



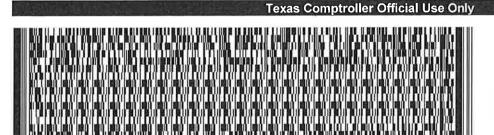


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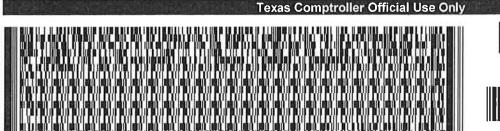
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TX2012 05-166	Texas Fran	ichise la	ax Affiliate Schedule	
/er. 3.1 (Rev.9-11/4)				
	253 ANNUAL			
Reporting entity taxpayer number	Repo	nt year	Reporting entity taxpayer name	
32039702439	201	2	DAMEDDAL ENDOUL ODAUD I D	
32039702439	1620.	4	PATTERN ENERGY GROUP LP	
Reporting entity must be	included on Affiliate Schedule.	Affiliate repo	orting period dates must be within corr	bined group's accounting period dates.
1. Legal name of affiliate			e taxpayer number (if none, use FEI number)	■ 3. Affiliate NAICS code
		0000	00010	
OCOTILLO EXPRESS LLC 4. Check box if entity is		10000	00013	221100     7. Affiliate reporting end date
disregarded for franchise tax	<ol> <li>Check box if this affiliate does NOT have NEXUS in Texas</li> </ol>		6. Affiliate reporting begin date m m d d y y	m m d d y y
Ē	ম্প		010111	123111
			010111	
- 8. Gross receipts subject to throw	l wback in other states (before elimination	1	9. Gross receipts everywhere (before elin	ninations)
	WDack in other states (Defore eminiate	0.00		0.00
10. Gross receipts in Texas (before)	re eliminations)	0.00	<ol> <li>Cost of goods sold or compensation (</li> </ol>	
		<b>00.</b> 0		0.00
Check box if this is a Corporation	on or Limited Liability Company	Che	k box if this is an Entity other than a Corpor	ation or Limited Liability Company
1. Legal name of affiliate		2. Affiliate	e taxpayer number (if none, use FEI number)	■ 3. Affiliate NAICS code
		and the second second second		
MONROE WIND, LLC		0000	00015	221100
4. Check box if entity is	5. Check box if this affiliate does		■6. Affiliate reporting begin date	7. Affiliate reporting end date
disregarded for franchise tax	NOT have <b>NEXUS</b> in Texas		m m d d y y	m m d d y y
			010111	123111
= 9. Gross receipte subject to three	wback in other states (before elimination	nel	9. Gross receipts everywhere (before elin)	
	WDAGK IN OTHER STATES (DETUTE ENTIMATE			
		<b>00.</b> 0		0 <b>.00</b>
10. Gross receipts in Texas (before)	m oliminations)		11. Cost of goods sold or compensation (	(before eliminations)
To, Gross receipts in rexas (bero	re emmodons)	0.00		0.00
Check box if this is a Corporation	on or Limited Liability Company		k box if this is an Entity other than a Corpora	
oncok box il tilo is a colpolate				
1. Legal name of affiliate		2. Affiliate	e taxpayer number (if none, use FEI number)	■ 3. Affiliate NAICS code
PATTERN SANTA ISABEL LLC		0000	00016	221100
4. Check box if entity is	5. Check box if this affiliate does		■6. Affiliate reporting begin date	7. Affiliate reporting end date
disregarded for franchise tax	NOT have NEXUS in Texas		m m d d y y	m m d d y y
	1-1-1-1-1			
<b>_</b> • 🗖			010111	123111
	wback in other states (before elimination		9. Gross receipts everywhere (before elim	
<ol> <li>8. Gross receipts subject to throw</li> </ol>		~ ^ ^		0.00
8. Gross receipts subject to throw		0.00		0.00
	re eliminations)	0.00	11. Cost of goods sold or compensation /	
<ul> <li>B. Gross receipts subject to throw</li> <li>10. Gross receipts in Texas (before)</li> </ul>	re eliminations)		■11. Cost of goods sold or compensation (	'before eliminations)
	re eliminations)	0 .00	■11. Cost of goods sold or compensation (	'before eliminations)
	- -	0 .00	11. Cost of goods sold or compensation ( to box if this is an Entity other than a Corpore	(before eliminations)



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X2012	05-166	Texas	-ranchise T	ax Affiliate Schedule	
	(Rev.9-11/4)				
		253 ANNUAL			
Reporting entit	ty taxpayer number	n	Report year	Reporting entity taxpayer name	
3203970	)2439		2012	PATTERN ENERGY GROUP LP	
Reporting	a entity must be	included on Affiliate Sched	ule. Affiliate rer	porting period dates must be within con	nbined group's accounting period dates.
. Legal name of				te taxpayer number (if none, use FEI number)	
UST & UT ND T				000017	221100
4. Check box it		5. Check box if this affiliate		6. Affiliate reporting begin date	■ 7. Affiliate reporting end date
disregarded fo		NOT have NEXUS in Texa		m m d d y y	m m d d y y
Γ	7			010111	123111
				OTOTIT	120111
8. Gross rece	ipts subject to throw	wback in other states (before elin	ninations)	9. Gross receipts everywhere (before elin	minations)
			0.00		0.0
10. Gross rece	eipts in Texas <i>(befo</i>	re eliminations)		■11. Cost of goods sold or compensation	(before eliminations)
			0 <b>.00</b>		0.0
Check box if	this is a Corporatio	n or Limited Liability Company	Che	eck box if this is an Entity other than a Corpo	ration or Limited Liability Company
1. Legal name o	of affiliate		a 2. Affilia	te taxpayer number (if none, use FEI number)	■ 3. Affiliate NAICS code
PATTERN ARG	ENTINA HOLDING	S LLC	0000	00018	221100
4. Check bo		5. Check box if this affiliate of		■6. Affiliate reporting begin date	■7. Affiliate reporting end date
disregarded	for franchise tax	NOT have NEXUS in Texa	as	m m d d y y	m m d d y y
				010111	123111
8. Gross rece	ipts subject to throw	vback in other states (before elin	ninations)	<ul> <li>9. Gross receipts everywhere (before elin</li> </ul>	minations)
	,,		0.00		0.0
			0.00		
10. Gross rece	eipts in Texas (befo	re eliminations)		■ 11. Cost of goods sold or compensation	(before eliminations)
			0 . <b>00</b>		0.0
Check box if	this is a Corporatio	n or Limited Liability Company		eck box if this is an Entity other than a Corpor	
1. Legal name o	of affiliate		2. Affilia	te taxpayer number (if none, use FEI number)	3. Affiliate NAICS code
PATTERN LAT	IN AMERICA LLC		0000	00019	221100
4. Check bo	ox if entity is	5. Check box if this affiliate of		<ol> <li>Affiliate reporting begin date</li> </ol>	7. Affiliate reporting end date
disregarded	for franchise tax	NOT have NEXUS in Texa	as	m m d d y y	m m d d y y
_	_			Industry of Paris	
				010111	123111
8. Gross recei	ipts subject to throw	vback in other states (before elin		9. Gross receipts everywhere (before elir	
			0.00		0.0
10. Gross rece	eipts in Texas (befor	re eliminations)		■11. Cost of goods sold or compensation	(before eliminations)
		·····,	0.00	_ · · · · · · · · · · · · · · · · · · ·	
			<b>00.</b> 0		0.0
Check boy if	this is a Comoratio	n or Limited Liability Company	Che	eck box if this is an Entity other than a Corpor	ration or Limited Lighility Company

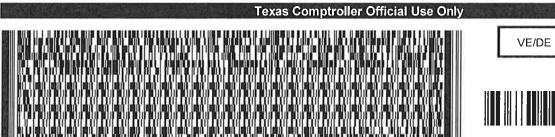




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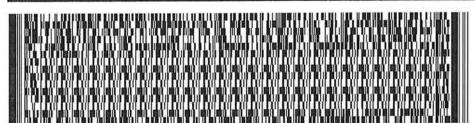
Q52B2 9.000 X2012 05-166	Texas Fr	anchise <sup>-</sup>	Tax Affiliate Schedule	
er. 3.1 (Rev.9-11/4) <b>Tcode</b> 1	3253 ANNUAL			
Reporting entity taxpayer numl		port year	Reporting entity taxpayer name	
32039702439		012	PATTERN ENERGY GROUP LP	singed arounds accounting parial datas
. Legal name of affiliate	be included on Armate Schedule		ate taxpayer number (if none, use FEI number)	■ 3. Affiliate NAICS code
		_		
PATTERN CHILE HOLDINGS			200020	221100
<ol> <li>Check box if entity is disregarded for franchise tax</li> </ol>	5. Check box if this affiliate doe NOT have NEXUS in Texas	es	■6. Affiliate reporting begin date m m d d y y	■7. Affiliate reporting end date m m d d y y
			010111	123111
8. Gross receipts subject to th	rowback in other states (before elimination)		9. Gross receipts everywhere (before elimination of the elimination of	
		0.00		161010 .0
10. Gross receipts in Texas (b)	efore eliminations)		11. Cost of goods sold or compensation (b)	efore eliminations)
		<b>00.</b> 0		0.0
Check box if this is a Corpor	ation or Limited Liability Company	Ch	eck box if this is an Entity other than a Corporat	ion or Limited Liability Company
. Legal name of affiliate		🔳 2. Affilia	ate taxpayer number (# none, use FEI number)	3. Affiliate NAICS code
PATTERN TRANSMISSION LP		0000	000021	221100
<ol> <li>Check box if entity is disregarded for franchise tax</li> </ol>	5. Check box if this affiliate doe NOT have <b>NEXUS</b> in Texas	s	■6. Affiliate reporting begin date m m d d y y	■7. Affiliate reporting end date m m d d y y
•			010111	123111
<ol> <li>B. Gross receipts subject to th</li> </ol>	rowback in other states (before elimina	ations) 0 <b>.00</b>	9. Gross receipts everywhere (before elimination)	nations) 0 <b>.0</b>
10. Gross receipts in Texas (be	afore eliminations)	0.00	■11. Cost of goods sold or compensation (b	efore eliminations)
Check box if this is a Corpora	ation or Limited Liability Company		eck box if this is an Entity other than a Corporat	
. Legal name of affiliate		2. Affilia	ate taxpayer number (if none, use FEI number)	3. Affiliate NAICS code
PATTERN RENEWABLES LP	1	0000	000022	221100
4. Check box if entity is disregarded for franchise tax	5. Check box if this affiliate doe NOT have NEXUS in Texas	S	■6. Affiliate reporting begin date m m d d y y	■7. Affiliate reporting end date m m d d y y
			010111	123111
8. Gross receipts subject to th	rowback in other states (before elimina	itions)	9. Gross receipts everywhere (before elimin	
		0.00		28492.0
10. Gross receipts in Texas (be	fore eliminations)		■11. Cost of goods sold or compensation (be	,
		0 <b>.00</b>		<b>0</b> .0
Check box if this is a Corpora	ation or Limited Liability Company	Ch Ch	eck box if this is an Entity other than a Corporati	on or Limited Liability Company
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TX2012	05-166	Texas Fran	ichise Ta	ax Affiliate Schedule		
Ver. 3.1	(Rev.9-11/4) <b>Tcode</b> 132	253 ANNUAL				
Reporting er	ntity taxpayer number	Repo	rt year	Reporting entity taxpayer name		
320397	02439	201	.2	PATTERN ENERGY GROUP LP		
Reporti	ng entity must be	included on Affiliate Schedule.	Affiliate rep	orting period dates must be within comb	ined group's accounting peri	od dates.
1. Legal name	of affiliate		∎2, Affiliate	e taxpayer number (if none, use FEI number)	3. Affiliate NAICS	code
PATTERN TI	RANSMISSION GP L	LC	0000	00023	221100	
<ol> <li>Check bo disregarded</li> </ol>	x if entity is for franchise tax	<ol><li>Check box if this affiliate does NOT have NEXUS in Texas</li></ol>		■6. Affiliate reporting begin date m m d d y y	7. Affiliate reporting end m m d d y	
				010111	123111	
■8. Gross re	ceipts subject to throw	vback in other states (before elimination	ons)	9. Gross receipts everywhere (before elimination of the second se	nations)	
			0.00			0.00
■10. Gross re	eceipts in Texas (befo	re eliminations)		■11. Cost of goods sold or compensation (b	efore eliminations)	
			0 <b>.00</b>			0.00
Check box	if this is a Corporatio	n or Limited Liability Company	Che	ck box if this is an Entity other than a Corporat	ion or Limited Liability Company	
1. Legal name	e of affiliate		2. Affiliat	e taxpayer number (if none, use FEI number)	3. Affiliate NAICS	code
			0000	~~~~	001100	
CENTRAL V	ALLEY TRANSMISSI	ON LINE LLC	10000	00024	221100	
4. Check box if entity is 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 m m d d y	
				010111	123111	
∎8. Gross re	ceipts subject to throw	vback in other states (before elimination	ons)	9. Gross receipts everywhere (before elimination of the second se	nations)	
			0 <b>.00</b>			0 <b>.00</b>
∎10. Gross re	eceipts in Texas (befo	re eliminations)		■11. Cost of goods sold or compensation (b	efore eliminations)	
			0.00			0.00
Check box	if this is a Corporatio	n or Limited Liability Company	_ Che	ck box if this is an Entity other than a Corporat	ion or Limited Liability Company	
1. Legal name	e of affiliate			e taxpayer number (if none, use FEI number)	3. Affiliate NAICS	code
SOUTHERN G	ROSS TRANSMISSI	ON LLC	0000	00025	221100	
	box if entity is	<ol><li>Check box if this affiliate does NOT have NEXUS in Texas</li></ol>		■ 6. Affiliate reporting begin date	■7. Affiliate reporting end	
uisregaru	ed for franchise tax			m m d d y y	m m d d y	, <u>v</u>
		X		010111	123111	
■8. Gross re	ceipts subject to throw	wback in other states (before elimination)	ons)	9. Gross receipts everywhere (before elimination of the second	nations)	0 <b>.00</b>
= 10 Gross r	eceipts in Texas (befo	m eliminations)		11. Cost of goods sold or compensation (b)	efore eliminations)	
			0 00		·····	0 . <b>00</b>
			0 <b>.00</b>			
	and the second sec	n or Limited Liability Company		ck box if this is an Entity other than a Corporat		
common owne	er information onlin	e at window.texas.gov/commonov	mer/. This	loss carryforwards preserved for itself and information must be provided to satisfy t e that is organized in Texas or that has a phy	franchise tax reporting requi	lly submit rements.
	report (Form 05-10.			ller Official Lise Only		The second



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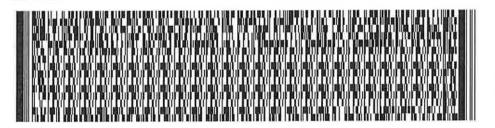


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FX2012 05-166	Texas Fr	anchise T	ax Affiliate Schedule	
/er. 3.1 (Rev.9-11/4)				
Tcode 132				
Reporting entity taxpayer number	I Re	eport year	Reporting entity taxpayer name	
		010		
32039702439	]_2	012	PATTERN ENERGY GROUP LP	
Reporting entity must be	included on Affiliate Schedule	e. Affiliate rep	orting period dates must be within con	nbined group's accounting period dates.
I. Legal name of affiliate		2, Affiliat	e taxpayer number (if none, use FEI number)	■ 3. Affiliate NAICS code
PATTERN POWER DEVELOPMENT	COMPANY LLC	0000	00026	221100
4. Check box if entity is	5. Check box if this affiliate do		6. Affiliate reporting begin date	7. Affiliate reporting end date
disregarded for franchise tax	NOT have NEXUS in Texas		mm dd y y	m m d d y y
			010111	123111
8. Gross receipts subject to throw	wback in other states (before elimin		9. Gross receipts everywhere (before elin	
		0.00	- 11 Cost of goods cold as componention	(hefer eliminations)
10. Gross receipts in Texas (befo	re eliminations)		11. Cost of goods sold or compensation	(berore emmations)
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Check box if this is a Corporation	n or Limited Lipbility Company		ck box if this is an Entity other than a Corpor	
1. Legal name of affiliate	AT OF LITTILED LIADILLY COMPANY		te taxpayer number (if none, use FEI number)	
TBC SERVICES COMPANY LLC		0000	00027	221100
4. Check box if entity is	5. Check box if this affiliate doe		6. Affiliate reporting begin date	■ 7. Affiliate reporting end date
disregarded for franchise tax	NOT have NEXUS in Texas		m m d d y y	m m d d y y
			010111	123111
<ol> <li>B. Gross receipts subject to throw</li> </ol>	wback in other states (before elimin		9. Gross receipts everywhere (before eline)	
		<b>00.</b> 0		56060 <b>.0</b>
10. Gross receipts in Texas (befo	re eliminations)		11. Cost of goods sold or compensation	
		0.00		.00
Check box if this is a Corporation	n or Limited Liability Company	Che	ck box if this is an Entity other than a Corpor	ration or Limited Liability Company
		0.4551	the second s	3. Affiliate NAICS code
1. Legal name of affiliate		1	te taxpayer number (if none, use FEI number)	221100
PATTERN RENEWABLES GP LLC		met innerdiatella coloration	00028	
<ol> <li>Check box if entity is disregarded for franchise tax</li> </ol>	<ol><li>Check box if this affiliate doe NOT have NEXUS in Texas</li></ol>	es	6. Affiliate reporting begin date m m d d y y	7. Affiliate reporting end date m m d d y y
disregarded for transmise tax			m m d d y y	m m d d y y
			010111	123111
8. Gross receipts subject to throw		ations)	9, Gross receipts everywhere (before elin	1. All the second
		0.00		0.0
		0.00		0.0
10. Gross receipts in Texas (befo	re eliminations)		11. Cost of goods sold or compensation	(before eliminations)
		<b>00.</b> 0		0.0
		0.00		5 <b>10</b>
Check box if this is a Corporation	on or Limited Liability Company	Che	ck box if this is an Entity other than a Corpor	ration or Limited Liability Company

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TX2012	05-166	Texas Fra	nchise	Fax Affiliate Schedule		
Ver. 3.1	(Rev.9-11/4)					
	<b>Tcode</b> 132	53 ANNUAL				
<ul> <li>Reporting entities</li> </ul>	ity taxpayer number	🔳 Rep	ort year	Reporting entity taxpayer name		
3203970	)2439	20	12	PATTERN ENERGY GROUP LP		
	1 64 1 52 5					
Reportin	g entity must be i	ncluded on Affiliate Schedule.	Affiliate re	porting period dates must be within com	bined group's accounting peri	iod dates.
1. Legal name o	faffiliate		2 Affilia	ate taxpayer number (if none, use FEI number)	■ 3. Affiliate NAICS	code
r, cogu namo s	annaco			, , , , , , , , , , , , , , , , , , , ,		
DAMERDAL ODE	ERATORS GP LLC		0000	000029	221100	
4. Check box i		5. Check box if this affiliate does		■ 6. Affiliate reporting begin date	7. Affiliate reporting end	date
	or franchise tax	NOT have NEXUS in Texas		m m d d y y	m m d d y	
r.	-	চ্চ		010111	123111	
				010111		
8. Gross rece	eipts subject to throw	back in other states (before eliminal		9. Gross receipts everywhere (before elim	manons)	0 <b>.00</b>
			0.00			0.00
10. Gross rec	eipts in Texas (befor	e eliminations)		11. Cost of goods sold or compensation (I	sefore eliminations)	
			0.00			0.00
Check box if	this is a Corporation	or Limited Liability Company	Ch	eck box if this is an Entity other than a Corpora	tion or Limited Liability Company	
1. Legal name of	of affiliate		2. Affilia	ate taxpayer number (if none, use FEI number)	■ 3. Affiliate NAICS	code
RENEWABLES	LEASE HOLDING C	OMPANY LLC	0000	000030	221100	
4. Check b	ox if entity is	5. Check box if this affiliate does		6. Affiliate reporting begin date	<ol> <li>Affiliate reporting end</li> </ol>	date
	d for franchise tax	NOT have NEXUS in Texas		m m d d y y	m m d d y	
_ F				010111	123111	
8. Gross rece	pipts subject to throw	back in other states (before eliminat	ions)	9. Gross receipts everywhere (before elim	inations)	
			0.00			0.00
			0.00			
	eipts in Texas (befor	e eliminations)		11. Cost of goods sold or compensation (l	before eliminations)	
	elpta III Texaa (Beron	e emmanonay	0 <b>.00</b>		,	0.00
0				eck box if this is an Entity other than a Corpora	tion or Limited Liphility Company	Carried Street
Спеск вох п	r this is a Corporation	n or Limited Liability Company		eck box if this is an Entity other than a corpora	tion of climited clability company	
	. C		- 0 4.600	to townships number (france, use EEI number)	3. Affiliate NAICS	code
1. Legal name of			L	ate taxpayer number (if none, use FEI number)	221100	
NAEG EMPLOY	YEE HOLDCO LLC		10000	000031		
	ox if entity is	5. Check box if this affiliate does		6. Affiliate reporting begin date	<ol> <li>7. Affiliate reporting end</li> </ol>	
disregarde	d for franchise tax	NOT have NEXUS in Texas		m m d d y y	m m d d y	<u> </u>
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				010111	123111	
8. Gross rece	eipts subject to throw	back in other states (before eliminat		9. Gross receipts everywhere (before elimit	inations)	101 1010
			0.00			0.00
10, Gross rece	eipts in Texas (befor	e eliminations)		11. Cost of goods sold or compensation (b)	letore eliminations)	
			<b>00.</b> 0			0.00
Check box if	f this is a Corporation	n or Limited Liability Company	Ch	eck box if this is an Entity other than a Corpora	tion or Limited Liability Company	
The reporting er	ntity of a combined	group with a temporary credit	for business	s loss carryforwards preserved for itself and	J/or affiliates must electronica	ally submit
common owner	information online	at window.texas.gov/commono	wner/. This	information must be provided to satisfy	franchise tax reporting requir	rements.
An information re	eport (Form 05-102	or Form 05-167) must be filed for	r each affilia	ate that is organized in Texas or that has a ph	ysical presence in Texas.	
Non-Ballin Products		Texas	Comptre	oller Official Use Only		
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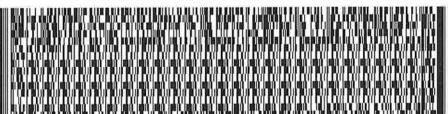


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TX2012	05-166	Texas	ranchise	Fax Affiliate Schedule	
Ver. 3.1	(Rev.9-11/4)				
	<b>Tcode</b> 132	53 ANNUAL			
Reporting er	ntity taxpayer number		Report year	Reporting entity taxpayer name	
320397	102439		2012	PATTERN ENERGY GROUP LP	
	0.001.02				
Reporti	ing entity must be i	ncluded on Affiliate Sched	ule. Affiliate re	porting period dates must be within co	mbined group's accounting period dates.
1. Legal name				ate taxpayer number (if none, use FEI number)	
Legal name			2.7		
		10	270	279717	221100
4. Check bo	ULF WIND EQUITY L	5. Check box if this affiliate		6. Affiliate reporting begin date	■ 7. Affiliate reporting end date
	for franchise tax	NOT have NEXUS in Tex		m m d d y y	m m d d y y
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∎8. Gross re	ceipts subject to throw	back in other states (before eli		<ol> <li>Gross receipts everywhere (before eligible)</li> </ol>	
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10. Gross re	eceipts in Texas (befor	re eliminations)		11. Cost of goods sold or compensation	(before eliminations)
			0.00		0.00
Check box	if this is a Corporation	n or Limited Liability Company	X Ch	eck box if this is an Entity other than a Corpo	pration or Limited Liability Company
1. Legal name	e of affiliate		2. Affili	ate taxpayer number (if none, use FEI number,	3. Affiliate NAICS code
DATTERN A	LTAMONT WIND LLC		0000	000032	221100
	1	E. Ohaali hay if this offiliate			
	box if entity is led for franchise tax	<ol><li>Check box if this affiliate NOT have NEXUS in Tex</li></ol>		■ 6. Affiliate reporting begin date m m d d y y	7. Affiliate reporting end date m m d d y y
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8 Gross re	ceints subject to throw	back in other states (before eli	minations)	9. Gross receipts everywhere (before el	iminations)
			0.00		0.00
			0.00		0.00
					(hefere eliminations)
📕 10. Gross re	eceipts in Texas (befor	e eliminations)		11. Cost of goods sold or compensation	
			0.00		0.00
Check box	if this is a Corporation	n or Limited Liability Company	Ch Ch	eck box if this is an Entity other than a Corpo	pration or Limited Liability Company
1. Legal name	e of affiliate			ate taxpayer number (if none, use FEI number,	a start sta
PATTERN C	UMBERLAND WIND LL	C		200033	221100
4. Check	box if entity is	5. Check box if this affiliate	does	■ 6. Affiliate reporting begin date	7. Affiliate reporting end date
disregard	led for franchise tax	NOT have NEXUS in Tex	as	m m d d y y	m m d d y y
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8. Gross re	ceipts subject to throw	back in other states (before eli	minations)	9. Gross receipts everywhere (before el	iminations)
			0 <b>.00</b>		<b>00.</b> 0
10, Gross re	eceipts in Texas (befor	e eliminations)		11. Cost of goods sold or compensation	(before eliminations)
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			0.00		0.00
Chook her	if this is a Comparis	n or Limited Liability Company		eck box if this is an Entity other than a Corpo	pration or Limited Liability Company
The reporting	entity of a combine	d group with a temporary c	redit for busines	s loss carryforwards preserved for itself a information must be provided to satisf	na/or amiliates must electronically submit
An information	report (Form 05-102	or Form 05-167) must be fil	ed for each affilia	ate that is organized in Texas or that has a	physical presence in Texas.
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		Te	xas comptre	oller Official Use Only	2월 - 19월 2월



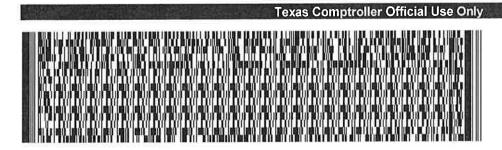
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X2012 05-166	lexas	Franch	ise i a	ax Affiliate Schedule		
er. 3.1 (Rev.9-11/4)						
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Reporting entity taxpayer number		Report yea	er	Reporting entity taxpayer name		
20020202420		2012		DEMOCRAN ENERGY CROUD ID		
32039702439		2016	_	PATTERN ENERGY GROUP LP		
Reporting entity must be	included on Affiliate Sche	dule. Affili	ate repo	orting period dates must be within combi	ned group's accounting period	dates.
Legal name of affiliate				taxpayer number (if none, use FEI number)	■ 3. Affiliate NAICS cod	
HAWAII INTERISLAND CABLE	HOLDINGS, LLC		0000	00034	221100	
4. Check box if entity is	5. Check box if this affiliate			<ol> <li>Affiliate reporting begin date</li> </ol>	<ol> <li>Affiliate reporting end data</li> </ol>	ite
disregarded for franchise tax	NOT have NEXUS in Te	xas		m m d d y y	m m d d y	У
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8. Gross receipts subject to thro	wback in other states (before el			9. Gross receipts everywhere (before elimin		
		0	.00			0.0
10. Gross receipts in Texas (before)	pre eliminations)			11. Cost of goods sold or compensation (be	efore eliminations)	
		0	00			<b>0.</b> 0
			.00			0.0
Check box if this is a Corporati	on or Limited Liability Company			k box if this is an Entity other than a Corporati a taxpayer number (if none, use FEI number)	■ 3. Affiliate NAICS cod	te
I. Legal name of affiliate		<b>P</b>	. Anniate	axpayer number (mone, use i Ernamoer)		
UNINEX THEODOLOGING ONDER	110		0000	00035	221100	
HAWAII INTERISLAND CABLE,			10000		R	4.0
<ol> <li>Check box if entity is disregarded for franchise tax</li> </ol>	<ol> <li>Check box if this affiliate NOT have NEXUS in Te</li> </ol>			■6. Affiliate reporting begin date m m d d y y	7. Affiliate reporting end da m m d d y	v v
_ □				010111	123111	
<ol> <li>B. Gross receipts subject to thro</li> </ol>	wback in other states (before el	iminations)		9. Gross receipts everywhere (before elimin	ations)	
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10. Gross receipts in Texas (befo	ore eliminations)			■ 11. Cost of goods sold or compensation (be	efore eliminations)	
		0	.00			0.0
Check box if this is a Corporation	on or Limited Liability Company		Chec	k box if this is an Entity other than a Corporati	on or Limited Liability Company	
	-		_			_
				e taxpayer number (if none, use FEI number)	■ 3. Affiliate NAICS cod	le
	1			e taxpayer number <i>(if none, use FEI number)</i>	221100	
1. Legal name of affiliate RUSK INTERCONNECTION, LLC 4. Check box if entity is	5. Check box if this affiliate	does		■ 6. Affiliate reporting begin date	221100 ■7. Affiliate reporting end da	ite
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I. Legal name of affiliate RUSK INTERCONNECTION, LLC 4. Check box if entity is	5. Check box if this affiliate	does		00036 ■6. Affiliate reporting begin date m m d d y y	221100 ■7. Affiliate reporting end da m m d d y	ite
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Legal name of affiliate     RUSK INTERCONNECTION, LLC     4. Check box if entity is     disregarded for franchise tax     8. Gross receipts subject to thro	5. Check box if this affiliate NOT have NEXUS in Te <b>T</b> wback in other states (before e)	iminations)	.00000	<ul> <li>0036</li> <li>■ 6. Affiliate reporting begin date <i>m m d d y y</i> </li> <li>010111</li> <li>■ 9. Gross receipts everywhere (before elimin</li> </ul>	221100 ■7. Affiliate reporting end da m m d d y 123111 ations) efore eliminations)	te y 0 <b>.0</b>
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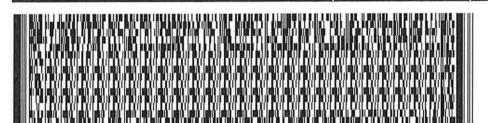
An information report (Form 05-102 or Form 05-167) must be filed for each late that is organized in Texas or that has a physical presence



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TX2012	05-166	lexas Fra	nchise	Tax Affiliate Schedule		
Ver. 3.1	(Rev.9-11/4)					
Reporting er	Tcode 13: ntity taxpayer number		ort year	Reporting entity taxpayer name		
320397	02439	20	12	PATTERN ENERGY GROUP LP		
Desert		included on Affiliate Cabodulo	Affiliate re	eporting period dates must be within com	abined aroun's accounting per	riod dates
_		included on Armate Schedule.		ate taxpayer number (if none, use FEI number)	■ 3. Affiliate NAICS	
1. Legal name	or anniate		<b>2</b> , Ann		■ 5. Allilate NAICS	coue
MOLOKAT HO	OLDINGS LLC		000	000040	221100	
4. Check bo		5. Check box if this affiliate does		■ 6. Affiliate reporting begin date	■ 7. Affiliate reporting end	
disregarded	for franchise tax	NOT have NEXUS in Texas			· · · · · · · · · · · · · · · · · · ·	<u>ע ע</u>
				010111	123111	
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10. Gross re	eceipts in Texas (befo	re eliminations)		■11. Cost of goods sold or compensation (	(before eliminations)	
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			0.00			0.0
Check box 1. Legal name		on or Limited Liability Company		neck box if this is an Entity other than a Corpor ate taxpayer number (if none, use FEI number)	ation or Limited Liability Company 3. Affiliate NAICS	
1. Legal haine			<b>2</b> . Ann	ale taxpayer number ("none, use r Er number)		
PATTERN W	IND RESOURCES, L	LC	000	000041	221100	
	box if entity is	5. Check box if this affiliate does		■6. Affiliate reporting begin date	7. Affiliate reporting end	d date
	ed for franchise tax	NOT have NEXUS in Texas		m m d d y y		<u>y y</u>
				010111	123111	
8. Gross re	ceipts subject to throw	wback in other states (before eliminat	ions)	9. Gross receipts everywhere (before elin	ninations)	
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			0.00			0.00
Check box	if this is a Corporation	n or Limited Liability Company	CF	teck box if this is an Entity other than a Corpora	ation or Limited Liability Company	
1. Legal name	e of affiliate		2. Affili	ate taxpayer number (if none, use FEI number)	3. Affiliate NAICS	code
	WER MARKETING L	ic		000042	221100	
4. Check	box if entity is	5. Check box if this affiliate does		■6. Affiliate reporting begin date	7. Affiliate reporting end	1 date
disregard	ed for franchise tax	NOT have NEXUS in Texas		m m d d y y	<u>m m d d y</u>	<u>y y</u>
	_	37		010111	123111	
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				s loss carryforwards preserved for itself an		and the second
common owne	er information onlin	e at window.texas.gov/commonor	wner/. This	information must be provided to satisfy	franchise tax reporting requi	irements.
n information	report (Form 05-10)	and the second second second second		ate that is organized in Texas or that has a ph	nysical presence in Texas.	
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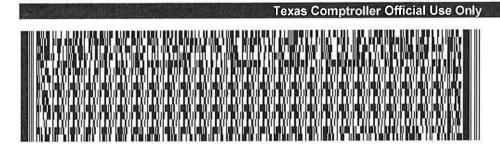




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TX2012 05-166	Texas Fra	anchise T	ax Affiliate Schedule	
/er. 3.1 (Rev.9-11/4)				
A.	253 ANNUAL			
Reporting entity taxpayer number	r 📕 Re	port year	Reporting entity taxpayer name	
		24.0		
32039702439	][20	012	PATTERN ENERGY GROUP LP	
Reporting entity must be	e included on Affiliate Schedule	. Affiliate rep	porting period dates must be within con	nbined group's accounting period dates.
1, Legal name of affiliate			e taxpayer number (if none, use FEI number)	
NEVADA WIND HOLDINGS LLC			00037	221100
4. Check box if entity is	5. Check box if this affiliate doe		■ 6. Affiliate reporting begin date	7. Affiliate reporting end date
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1. Legal name of affiliate		🔳 2. Affilia	te taxpayer number (if none, use FEI number)	3. Affiliate NAICS code
HAWAII RENEWABLES LLC		0000	00039	221100
4. Check box if entity is	5. Check box if this affiliate doe	s	■ 6. Affillate reporting begin date	■7. Affiliate reporting end date
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STATE LINE WIND POWER LLG		1 0000	00003	221100
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■ 10. Gross receipts in Texas (bef			11. Cost of goods sold or compensation eck box if this is an Entity other than a Corpored	0.0

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.



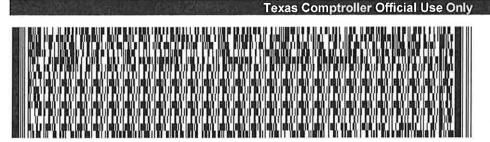


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l exas F	ranchise i	ax Affiliate Schedule	
13253 ANNUAL			
nber 📕 🖡	Report year	Reporting entity taxpayer name	
	2012	PATTERN ENERGY GROUP LP	
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	2. Affilia	ite taxpayer number (if none, use FEI number)	3. Affiliate NAICS code
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	1 3253 ANNUAL her F be included on Affiliate Schedu LLC 5. Check box if this affiliate do NOT have NEXUS in Texas F before eliminations) PLY CO LLC ax 5. Check box if this affiliate do NOT have NEXUS in Texas F throwback in other states (before eliminations) before eliminations) ration or Limited Liability Company throwback in other states (before eliminations) f throwback in other states (before eliminations) f	13253 ANNUAL         abber         Report year         2012         be included on Affiliate Schedule. Affiliate rep         2. Affilia         LLC         0.000         5. Check box if this affiliate does NOT have NEXUS in Texas	1.3253 ANNUAL         ber       Report year       Reporting entity taxpayer name         2012       PATTERN ENERGY GROUP LP         be included on Affiliate Schedule. Affiliate reporting period dates must be within con         2. Affiliate taxpayer number (f none, use FEI number)         LLC       000000038         5. Check box if this affiliate does <ul> <li>Affiliate reporting begin date</li> <li>m d d y y</li> <li>0.00</li> <li>e</li> <li>e</li> <li>filiate taxpayer number (f none, use FEI number)</li> <li>g. Gross receipts everywhere (before eliminations)</li> <li>g. Gross receipts everywhere (before eliminations)</li> <li>g. Gross receipts everywhere (before eliminations)</li> <li>filiate taxpayer number (f none, use FEI number)</li> <li>e. Affiliate taxpayer number (f none, use FEI number)</li> <li>e. Affiliate taxpayer number (f none, use FEI number)</li> <li>e. Affiliate taxpayer number (f none, use FEI number)</li> <li>e. Affiliate taxpayer number (f none, use FEI number)</li> <li>e. Affiliate taxpayer number (f none, use FEI number)</li> <li>e. O</li> <li>e. O</li> <li>e. O</li> <li>e. Affiliate taxpayer number (f none, use FEI number)</li> <li>e. O</li> <li>e. Affiliate taxpayer number (f none, use FEI number)</li> <li>e. O</li> <li>e. Affiliate taxpayer number (f none, use FEI number)</li> <li>e. Affiliate taxpayer number (f none, use FEI number)</li> <li>e. Affiliate taxpayer number (f none, use FEI number)</li> <li>e. Affiliate taxpayer number (f no</li></ul>

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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Check box if this is a Corporation or Limited Liability Company



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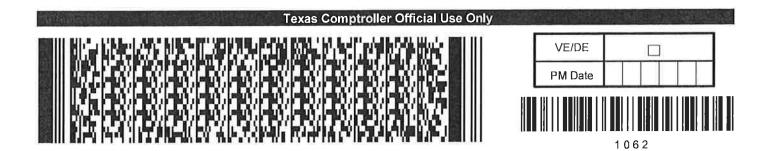
Check box if this is an Entity other than a Corporation or Limited Liability Company

1Q52	35 7.000			
TX2 Ver.	lexa	as Franchise Tax I	Payment Form	
3	axpayer number 2039702439 ayer name	Report year     2012	Due date	
p	ATTERN ENERGY GROUP LP .			
1.	<b>Total tax due on this report</b> (item 34 from Form 05-158-B or item 17 from Form 0	<b>1.</b> 5-169)		14329.63
2.	Enter prior payment (e.g. extension payment)	2.		9000.00
3.	Net tax due (item 1 minus item 2)	3,		5329.63
4.	Penalty (see instructions)	4.		0.00
5.	Interest (see instructions)	5.		0.00
6.	TOTAL AMOUNT DUE AND PAYABLE (Add iter Make amount payable to TEXAS COMPTROLLER	ns 3, 4 and 5) <b>6. 🔳</b>		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.



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TX2012

#### **Texas Franchise Tax Ownership Information Report**

Ver. 3.1

05-167

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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 (Rev.9-11/4) 13197

Taxpayer number 32039702439	Report year 2012	to review, request, and co	You have certain rights under Chapter 552 and 559, Government Cod 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           Mailing address         PIER 1, BAY 3         3			Secretary of State 1 or Comptroller file 1 0801133349			
City SAN FRANCISCO	State CA	Country USA	ZIP Code94111	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 LIMITE	D PARTNER OTHER
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 LIMITE	D PARTNER OTHER
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 LIMITE	D PARTNER OTHER
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	State of formation	FEI number		Percentage of ownership				
PATTERN TRANSMISSION LP	DE			100.00				
Name of owned (subsidiary) corporation or entity	ubsidiary) corporation or entity State of formation FEI number		Percentage of ownership					
PATTERN TRANSMISSION GP LLC	RANSMISSION GP LLC DE			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 C	ity DALLAS	State TX	ZIP Code 75	201	Plus 4			

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	d correct to the best of my knowledge and belie Title	f, as of the date below.	Area coo	de and phor	ne number
sign here	TROMSURER	111112	415	283 40	00
	Mail original to: Texas Comptroller of Public Accounts				
	P.O. Box 149348 Austin, TX 78714-9348	:*			
Texa	as Comptroller Official Use	Only		i läturite	
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1Q5234 8,000

TX2012

#### **Texas Franchise Tax Ownership Information Report**

Ver. 3.1

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

(Rev.9-11/4) ■ Tcode 13197

05-167

■ Taxpayer number 32039702439	Report year	You have certain rights under Chapter 552 and 559, Government to review, request, and correct information we have on file about y Contact us at (800) 252-1381 or (512) 463-4600.		
Taxpayer name         PATTERN ENERGY GROUP LP           Mailing address         Pattern Energy GROUP LP			Secretary of State for or Comptroller file n	
PIER 1. BAY 3			0801133349	
City SAN FRANCISCO	State CA	Country USA	ZIP Code94111	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?	GENERAL PARTNER LI	MITED PARTNER OTHER
	(Check only one)		
Mailing address	h	FEI number	Percentage of ownership
City	State	ZIP Code	Plus 4
Name	What type of owner? (Check only one)		MITED PARTNER OTHER
Mailing address		FEI number	Percentage of ownership
City	State	ZIP Code	Plus 4
Name	What type of owner? (Check only one)		MITED PARTNER OTHER
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.

of the perioditie of more.			
Name of owned (subsidiary) corporation or entity	State of formation	FEI number	Percentage of ownership
PATTERN RENEWABLES LP	DE		100.00
Name of owned (subsidiary) corporation or entity	State of formation	FEI number	Percentage of ownership
PATTERN RENEWABLES GP LLC	DE		100.00
Registered agent and office, or agent for service of process (see instruct	ions if you need to make chan	ges)	
Agent:			

 Office:
 City
 State
 ZIP Code
 Plus 4

 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.
 Plus 4

I declare that the information in this document and any attachments is the	ue and correct to the best of my knowledge and beli	ef, as of the date below,			
sign	Title	Date	Área c	ode and phone nun	nber
here SSU	TREASURER	11/14/12	415	283 4000	
	Mail original to:	7			
	Texas Comptroller of Public Accounts				
	P.O. Box 149348 Austin, TX 78714-9348				
	exas Comptroller Official Use	Only	금민입장소설등		(fa)
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TX2012

#### Ver. 3.1

05-167

#### **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 (Rev.9-11/4) 13197 Tcode

Taxpayer number 32039702439	Report year 2012	You have certain rights under Chapter 552 and 559, Governme to review, request, and correct information we have on file about Contact us at (800) 252-1381 or (512) 463-4600.		
Taxpayer name PATTERN ENERGY GROUP LP Mailing address PIER 1, BAY 3			Secretary of State f or Comptroller file r 0801133349	
City SAN FRANCISCO	State CA	Country USA	ZIP Code94111	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?	GENERAL PARTNER LIMITED F	PARTNER OTHER
	(Check only one)		
Mailing address		FEI number	Percentage of ownership
City	State	ZIP Code	Plus 4
Name	What type of owner? (Check only one)	GENERAL PARTNER LIMITED F	PARTNER OTHER
Mailing address		FEI number	Percentage of ownership
City	State	ZIP Code	Plus 4
Name	What type of owner? (Check only one)	GENERAL PARTNER LIMITED F	PARTNER OTHER
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	State of formation	FEI num	ber	Percentage of ownership
PATTERN OPERATORS LP	DE			100.00
Name of owned (subsidiary) corporation or entity	State of formation	FEI num	Der	Percentage of ownership
PATTERN OPERATORS GP LLC	DE			100.00
Registered agent and office, or agent for service of process ( Agent:	see instructions if you need to make	changes)		
Office:	City	State	ZIP Code	Plus 4

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 an	d correct to the best of my knowledge and belie	f, as of the date below.	
sign here	Title Themsunce	Date IIIIIII	Area code and phone number 415 2 83 4000
	Mail original to: Texas Comptroller of Public Accounts P.O. Box 149348 Austin, TX 78714-9348		
Texa	as Comptroller Official Use	Only	
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TX2012

Ver. 3.1

#### **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 (Rev.9-11/4)

13197 Tcode

05-167

Taxpayer number	Report year	You have certain rights under Chapter 552 and 559, Government Co		
32039702439	2012	to review, request, and correct information we have on file about you Contact us at (800) 252-1381 or (512) 463-4600.		file about you.
Taxpayer name PATTERN ENERGY GROUP LP			Secretary of State fi or Comptroller file n	
PIER 1, BAY 3		34	0801133349	
City SAN FRANCISCO	State CA	Country USA	ZIP Code94111	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?	GENERAL PARTNER LIMITED F	PARTNER OTHER
	(Check only one)		
Mailing address	de la constante	FEI number	Percentage of ownership
City	State	ZIP Code	Plus 4
Name	What type of owner? (Check only one)	GENERAL PARTNER LIMITED F	PARTNER OTHER
Mailing address		FEI number	Percentage of ownership
City	State	ZIP Code	Plus 4
Name	What type of owner? (Check only one)		PARTNER OTHER
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	State of formation	FEI numb	per	Percentage of ownership
NAEG EMPLOYEE HOLDCO LLC	DE			100.00
Name of owned (subsidiary) corporation or entity	State of formation	FEI numb	ber	Percentage of ownership
RENEWABLES LEASING HOLDING COMPANY LLC	DE			100.00
Registered agent and office, or agent for service of process (see inst Agent:	tructions if you need to make c	changes)		
Office:	City	State	ZIP Code	Plus 4

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 a	nd correct to the best of my knowledge and belie	f, as of the date below.	
sign	Title	Date	Area code and phone number
here 38 Com	Transverr	11114/12	415 283 4000
	Mail original to:	1	
	Texas Comptroller of Public Accounts		
	P.O. Box 149348 Austin, TX 78714-9348		
		]	
Te>	as Comptroller Official Use	Only	
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#### **Texas Franchise Tax Ownership Information Report**

Ver. 3.1

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

(Rev.9-11/4) 13197 Tcode

05-167

Taxpayer number	Report year		ler Chapter 552 and 559, Government Code,			
32039702397	2012	to review, request, and correct information we have on file about Contact us at (800) 252-1381 or (512) 463-4600.				
Taxpayer name PATTERN ENERGY GROUP HOLDINGS	LP		Secretary of State fi or Comptroller file n			
Mailing address PIER 1, BAY 3			0801133353			
City SAN FRANCISCO	State CA	Country USA	ZIP Code94111	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?	GENERAL PARTNER LIMITE	D PARTNER OTHER	
PATTERN ENERGY GROUP HOLDINGS GP LLC	(Check only one)	x		
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)		D PARTNER OTHER	
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)		D PARTNER OTHER	
Mailing address		FEI number Percentage of owned		
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	State of formation	FEI number-	Percentage of ownership							
PATTERN ENERGY GROUP LP	DE	270279717	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

ZIP Code 75201 Plus 4 City DALLAS State TX Office: 350 N ST. PAUL ST. 2900 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 to	Title	Date	Area coo	de and phone	number
sign here	TREASURER	1111412	415	253 400	<u>ن</u> م
	Mail original to: Texas Comptroller of Public Accounts P.O. Box 149348				
	Austin, TX 78714-9348	Only			
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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 response 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.

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

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

The qualified investment in White Deer ISD is expected to include approximately 99 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, and project substation and switchyard.

**Confidential Map** 

See Checklist Item 6

**Confidential Map** 

Not Applicable

**Confidential Map** 

There are no existing improvements

The Project will create at least seven qualifying jobs allocable to White Deer 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 White Deer 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 X 1.10 = \$44,215.60

# Quarterly Employment and Wages (QCEW)

Back

#### Page 1 of 1 (40 results/page)

	Period	Area	Ownership	Division	🚔 Level		<b>≜</b> 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

¥Year	Period	Area	<b>≜</b> Ownership	Division	Level	<b>≜</b> Ind Code	🚔 Industry		1 (40 results/page) Avg Weekly Wages
2011	3rd Qtr	Carson County	Total All	00	0	10	Total, All Industr	es	\$1,464
2011	4th Qtr	Carson County	Total All	00	0	10	Total, All Industr	ies	\$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

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 ISD** Name

Pattern Panhandle Wind LLC

White Deer ISD

									Form 50-2	96
					Constru	ction	New	Jobs	Qualifying	lobs
		Year	School Year (YYYY-YYYY)	Tax Year (Fill in actual tax year) YYYY	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	142,000 man hours	\$52,000	7	45,000	7	45,000
	Complete tax years of	1	2014 - 2015	2014			7	45,000	7	45,000
	qualifying time period	2	2015 - 2016	2015			7	45,000	7	45,000
		3	2016-2017	2016			7	45,000	7	45,000
		4	2017 - 2018	2017			7	45,000	7	45,000
		5	2018 - 2019	2018			7	45,000	7	45,000
Tax Credit Period	Value Limitation	6	2019 - 2020	2019			7	45,000	7	45,000
(with 50% cap on	Period	7	2020 - 2021	2020			7	45,000	7	45,000
credit)		8	2021 - 2022	2021			7	45,000	7	45,000
		9	2022 - 2023	2022			7	45,000	7	45,000
		10	2023 - 2024	2023			7	45,000	7	45,000
	Continue to	11	2024 - 2025	2024			7	45,000	7	45,000
Credit Settle-Up Period	Maintain Viable	12	2025 - 2026	2025			7	45,000	7	45,000
	Presence	13	2026 - 2027	2026			7	45,000	7	45,000
Post- Settle-	Up Period	14	2027 - 2028	2027			7	45,000		45,000
Post- Settle-	Up Period	15	2028 - 2029	2028			7	45,000		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.

ATURE OF AUTHORIZED COMPANY REPRESENTATIVE SIG

12/17/2012

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Schedule D: (Rev. May 20 Other Tax Information

Applicant											
Name Pattern Panhandle Wind LL							ISD Name		White Deer ISD		Form 50-296
					Sales Ta	x Information	Franchise Tax	Oth	er Property Tax	Abatements	Sought
					Sales Taxa	ble 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 percentag exemption requested or granted in eacl year of the Agreement
The year preceding the first complete tax year of the qualifying time period (assuming no deferrals)			2013 - 2014	2013	13,277,000	53,108,000					
	Complete tax years of	1	2014 - 2015	2014			0	100%			
	qualifying time period	2	2015 - 2016	2015			0	100%			
		3	2016-2017	2016			0	100%			
	1	4	2017 - 2018	2017			0	100%			
		5	2018 - 2019	2018			0	100%			
Tax Credit	Value Limitation	6	2019 - 2020	2019			71,000	100%			
Period (with 50% cap on	Period	7	2020 - 2021	2020			211,580	100%		_	
credit)		8	2021 - 2022	2021			211,580	100%			
		9	2022 - 2023	2022			211,580	100%			
		10	2023 - 2024	2023			211,580				
	Continue to	11	2024 - 2025	2024			203,770				
Credit Settle- Up Period	Maintain Viable	12	2025 - 2026	2025			203,060				
50. 5100	Presence	13	2026 - 2027	2026			203,060				
Post- Sett	tle-Up Period	14	2027 - 2028	2027			202,350				
Post- Sett	lle-Up Period	15	2028 - 2029	2028			201,640				

\*For planning, construction and operation of the facility.

100

12/12/202 DATE

SIGNATURE OF AUTHORIZED COMPANY REPRESENTATIVE

Map of Reinvestment Zone - Applicant will supplement.

Resolution Establishing Reinvestment Zone - Applicant will supplement.

Legal Description of Reinvestment Zone - Applicant will supplement.

Guidelines and Criteria for Reinvestment Zone - Applicant will supplement.