AMENDED 8-27-13

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: June 5, 2013

First Name	Last Name
Blair	Brown

Title: Superintendent

School District Name: Panhandle Independent School District

Street Address: 1001 Elsie Avenue

Mailing Address: PO BOX 1030

City	State	ZIP
Panhandle	TX	79068-1030

Phone Number	Fax Number
(806)537-3568	(806)537-5553
Mobile Number (optional)	E-mail Address: blair.brown@region16.net

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

Will consultant be primary contact? . . . . . ☑ Yes ☐ No

SCHOOL DISTRICT INFORMATION - CERTIFICATION OF APPLICATION (CONTINUED)

Authorized School District Consultant (If Applicable)

First Name	Last Name
Audie	Sciumbato

Title: Associate Attorney

Firm Name: Underwood Law Firm

Street Address: 145 W. 3rd

Mailing Address:

City	State	ZIP
Hereford	Texas	79045

Phone Number	Fax Number
806 364 2626	806 364 9368

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
[signature]	6-5-13

Has the district determined this application complete? ☑ Yes ☐ No

If yes, date determined complete. 6-18-13

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

SCHOOL DISTRICT CHECKLIST AND REQUESTED ATTACHMENTS

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

APPLICANT INFORMATION - CERTIFICATION OF APPLICATION

Authorized Business Representative (Applicant)

First Name	Last Name
Glen	Hodges

Title
Senior Developer

Organization
Pattern Energy Group LP

Street Address
1600 Smith Street, Suite 4025

Mailing Address

City	State	ZIP
Houston	Texas	77002

Phone Number	Fax Number
512 789 2879	713 571 8004
Mobile Number (optional)	Business e-mail Address
	glen.hodges@patternenergy.com

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

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

First Name	Last Name

Title

Organization

Street Address

Mailing Address

City	State	ZIP

Phone Number	Fax Number
Mobile Number (optional)	E-mail Address

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

Will consultant be primary contact? . . . . . ☐ Yes ☐ No

APPLICANT INFORMATION - CERTIFICATION OF APPLICATION (CONTINUED)

Authorized Company Consultant (If Applicable)

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

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

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

Signature *(Authorized Business Representative (Applicant))*	Date
Glen Hodges	6-5-2013

GIVEN under my hand and seal of office this 5th day of June, 2013

Tammy L. Birdsong

Notary Public, State of 9-14-2014

TAMMY L. BIRDSONG
Notary Public, State of Texas
My Commission Expires
September 14, 2014

(Notary Seal)

My commission expires 9-14-2014

If you make a false statement on this application, you could be found guilty of a Class A misdemeanor or a state jail felony under Texas Penal Code § 37.10.

FEES AND PAYMENTS

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

For the purpose of this question, "payments to the school district" include any and all payments or transfers of things of value made to the school district or to any person or persons in any form if such payment or transfer of thing of value being provided is in recognition of, anticipation of, or consideration for the agreement for limitation on appraised value.

Please answer only either A OR B:

A. Will any "payments to the school district" that you may make in order to receive a property tax value limitation agreement result in payments that are not in compliance with Tax Code, 313.027(i)? . . . . . ☐ Yes ☐ No

B. If "payments to the school district" will only be determined by a formula or methodology without a specific amount being specified, could such method result in "payments to the school district" that are not in compliance with Tax Code §313.027(i)? . . . ☐ Yes ☑ No

BUSINESS APPLICANT INFORMATION

Legal Name under which application is made

Pattern Panhandle Wind 2 LLC

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

32050230989

NAICS code

221119 (other electric power generation)

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

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

APPLICANT BUSINESS STRUCTURE

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

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

Limited Liability Corporation

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

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

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

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

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 ☐ Yes ☑ No

(2) research and development ☐ Yes ☑ No

(3) a clean coal project, as defined by Section 5.001, Water Code ☐ Yes ☑ No

(4) an advanced clean energy project, as defined by Section 382.003, Health and Safety Code ☐ Yes ☑ No

(5) renewable energy electric generation ☑ Yes ☐ No

(6) electric power generation using integrated gasification combined cycle technology ☐ Yes ☑ No

(7) nuclear electric power generation ☐ Yes ☑ No

(8) a computer center that is used as an integral part or as a necessary auxiliary part for the activity conducted by applicant in one or more activities described by Subdivisions (1) through (7) ☐ Yes ☑ No

Are you requesting that any of the land be classified as qualified investment? ☐ Yes ☑ No

Will any of the proposed qualified investment be leased under a capitalized lease? ☐ Yes ☑ No

Will any of the proposed qualified investment be leased under an operating lease? ☐ Yes ☑ No

Are you including property that is owned by a person other than the applicant? ☐ Yes ☑ No

Will any property be pooled or proposed to be pooled with property owned by the applicant in determining the amount of your qualified investment? ☐ Yes ☑ No

PROJECT DESCRIPTION

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

See attached project description - Attachment 4

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

See attached project description - Attachment 4A

PROJECT CHARACTERISTICS (CHECK ALL THAT APPLY)

☑ New Jobs ☑ Construct New Facility ☐ New Business / Start-up ☐ Expand Existing Facility

☐ Relocation from Out-of-State ☐ Expansion ☑ Purchase Machinery & Equipment

☐ Consolidation ☐ Relocation within Texas

PROJECTED TIMELINE

Begin Construction Dec. 01, 2013

Begin Hiring New Employees June 30, 2014

Construction Complete Sept. 30, 2014

Fully Operational October 1, 2014

Purchase Machinery & Equipment Dec. 01, 2013

Do you propose to construct a new building or to erect or affix a new improvement after your application review start date (date your application is finally determined to be complete)? ☑ Yes ☐ No

Note: Improvements made before that time may not be considered qualified property.

When do you anticipate the new buildings or improvements will be placed in service? October 1, 2014

ECONOMIC INCENTIVES

Identify state programs the project will apply for:

State Source	Amount
N/A	
Total	

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

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

a tax abatement agreement with Carson County has been offered, similar to agreements previously entered into by the county with other wind generation projects.

THE PROPERTY

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

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

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

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

County: Carson (100%) (Name and percent of project)

City: N/A (Name and percent of project)

Hospital District: N/A (Name and percent of project)

Water District: Panhandle Groundwater Conservation District (100%) (Name and percent of project)

Other (describe): N/A (Name and percent of project)

Other (describe): N/A (Name and percent of project)

Is the project located entirely within this ISD?. . . . . ☑ Yes ☐ No

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

INVESTMENT

NOTE: The minimum amount of qualified investment required to qualify for an appraised value limitation and the minimum amount of appraised value limitation vary depending on whether the school district is classified as rural, and the taxable value of the property within the school district. For assistance in determining estimates of these minimums, access the Comptroller's Web site at **www.window.state.tx.us/taxinfo/proptax/hb1200/values.html**.

At the time of application, what is the estimated minimum qualified investment required for this school district? $20,000,000

What is the amount of appraised value limitation for which you are applying? $20,000,000

What is your total estimated *qualified* investment? $250,000,000

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

What is the anticipated date of application approval? December 15, 2013

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

What is the total estimated investment for this project for the period from the time of application submission to the end of the limitation period? $250,000,000

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

Attach the following items to this application:

(1) a specific and detailed description of the qualified investment you propose to make on the property for which you are requesting an appraised value limitation as defined by Tax Code §313.021,

(2) a description of any new buildings, proposed improvements or personal property which you intend to include as part of your minimum qualified investment and

(3) a map of the qualified investment showing location of new buildings or new improvements with vicinity map.

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

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

(1) in or on the new building or other new improvement for which you are applying? ☑ 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

QUALIFIED PROPERTY

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

Attach the following items to this application:

(1) a specific and detailed description of the qualified property for which you are requesting an appraised value limitation as defined by Tax Code §313.021,

(2) a description of any new buildings, proposed improvements or personal property which you intend to include as part of your qualified property and

(3) a map of the qualified property showing location of new buildings or new improvements – with vicinity map.

Land

Is the land on which you propose new construction or improvements currently located in an area designated as a reinvestment zone under Tax Code Chapter 311 or 312 or as an enterprise zone under Government Code Chapter 2303? ☑ Yes ☐ 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? _____

Will the applicant own the land by the date of agreement execution? ☐ Yes ☑ No

Will the project be on leased land? ☑ Yes ☐ No

QUALIFIED PROPERTY (CONTINUED)

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

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

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

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

Miscellaneous

Is the proposed project a building or new improvement to an existing facility? ☐ Yes ☑ No

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

List current market value of existing property at site as of most recent tax year. 0 (Market Value) 2012 (Tax Year)

Is any of the existing property subject to a value limitation agreement under Tax Code 313? ☐ Yes ☑ No

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

WAGE AND EMPLOYMENT INFORMATION

What is the estimated number of permanent jobs (more than 1,600 hours a year), with the applicant or a contractor of the applicant, on the proposed qualified property during the last complete quarter before the application review start date (date your application is finally determined to be complete)? 0

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

☐ First Quarter ☑ Second Quarter ☐ Third Quarter ☐ Fourth Quarter of 2013 (year)

What were the number of permanent jobs (more than 1,600 hours a year) this applicant had in Texas during the most recent quarter reported to the TWC?
0

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

Total number of new jobs that will have been created when fully operational 6

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

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

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

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

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

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

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

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

WAGE AND EMPLOYMENT INFORMATION (CONTINUED)

For the following three wage calculations please include on an attachment the four most recent quarters of data for each wage calculation. Show the average and the 110% calculation. Include documentation from TWC Web site. The final actual statutory minimum annual wage requirement for the applicant for each qualifying job — which may differ slightly from this estimate — will be based on information from the four quarterly periods for which data were available at the time of the application review start date (date of a completed application). See TAC §9.1051(7).

110% of the county average weekly wage for all jobs (all industries) in the county is $1584.83

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

110% of the county average weekly wage for manufacturing jobs in the region is $ 885.29

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? $46,035

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? $ 46,035

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

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

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

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

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

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

If yes, what percent? 67%

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

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

See Checklist item 15 on attachment

ECONOMIC IMPACT

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

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

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

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

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

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

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

CONFIDENTIALITY NOTICE

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

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

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

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

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

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

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

Other information in the custody of a school district or the comptroller submitted in connection with the application, including information related to the economic impact of a project or the essential elements of eligibility under Texas Tax Code, Chapter 313, such as the nature and amount of the projected investment, employment, wages, and benefits, will not be considered confidential business information and will be posted on the internet.

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

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

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

COMPANY CHECKLIST AND REQUESTED ATTACHMENTS

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

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

APPLICANT INFORMATION - CERTIFICATION OF APPLICATION (CONTINUED)

Authorized Company Consultant (If Applicable)

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

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

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

Signature *(Authorized Business Representative (Applicant))*	Date
Colin Hodges	6-5-2013

GIVEN under my hand and seal of office this 5th day of June, 2013

Tammy L. Birdsong

Notary Public, State of 9-14-2014

TAMMY L. BIRDSONG
Notary Public, State of Texas
My Commission Expires
September 14, 2014

(Notary Seal)

My commission expires 9-14-2014

If you make a false statement on this application, you could be found guilty of a Class A misdemeanor or a state jail felony under Texas Penal Code § 37.10.

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)

1Q52B7 7.000

TX2012
Ver. 3.1 05-158-A
(Rev.9-11/6)

Texas Franchise Tax Report - Page 1

■ Tcode 13250 ANNUAL

■ Taxpayer number	■ Report year	Due date	Privilege period covered by this report
32039702439	2012	11/15/2012	01/01/2012 –12/31/2012

Taxpayer Name PATTERN ENERGY GROUP LP

Secretary of State file number or Comptroller file number: 0801133349

Mailing address: PIER 1, BAY 3

City	State	Country	ZIP Code	Plus 4
SAN FRANCISCO	CA	USA	94111	

Check box if the address has changed ■ ☐

Check box if this is a combined report ■ ☒

Check box if Total Revenue is adjusted for Tiered Partnership Election, see instructions ■ ☐

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 ☒

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

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

REVENUE *(Whole dollars only)*

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

COST OF GOODS SOLD *(Whole dollars only)*

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

COMPENSATION *(Whole dollars only)*

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

Texas Comptroller Official Use Only

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PM Date	

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TX2012 05-158-B
Ver. 3.1 (Rev.9-11/6)

Texas Franchise Tax Report - Page 2

■ Tcode 13251 ANNUAL

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

MARGIN *(Whole dollars only)*

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

APPORTIONMENT FACTOR

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

TAXABLE MARGIN *(Whole dollars only)*

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

TAX DUE

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

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

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

TOTAL TAX DUE *(Dollars and cents)*

34. TOTAL TAX DUE *(item 32 minus item 33)*	34. ■	14329.63

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

Print or type name	Area code and phone number
ERIC LILLYBECK	415 283 4000

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

sign here ▶ Date 11/14/12

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

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

Texas Comptroller Official Use Only

VE/DE	☐
PM Date	

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TX2012
Ver. 3.0 05-102 (Rev.9-11/30)

Texas Franchise Tax Public Information Report

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

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

Tcode 13196

Taxpayer number: 11342124333

Report year: 2012

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

Taxpayer name				
G3 ENERGY, LLC				
Mailing address: PIER 1, BAY 3				Secretary of State (SOS) file number or Comptroller file number: 0800345303
City: SAN FRANCISCO	State: CA	ZIP Code: 94111	Plus 4:	

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

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

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

1134212433312

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

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

Name	Title	Director	Term expiration (m m d d y y)
PATTERN RENEWABLES LP	MEMBER	— YES —	
Mailing address: PIER 1, BAY 3	City: SAN FRANCISCO	State: CA	ZIP Code: 94111
Name	Title	Director — YES —	Term expiration (m m d d y y)
Mailing address	City	State	ZIP Code
Name	Title	Director — YES —	Term expiration (m m d d y y)
Mailing address	City	State	ZIP Code

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

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

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

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

Registered agent and registered office currently on file. *(see instructions if you need to make changes)*

Agent: CORPORATION SERVICE COMPANY

— Check box if you need forms to change the registered agent or registered office information.

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

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

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

Sign here	Title	Date	Area code and phone number
	TREASURER	11/14/12	415 283 4000

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TX2012
Ver. 3.0 05-102 (Rev.9-11/30)

Texas Franchise Tax Public Information Report

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

■ **Tcode** 13196

■ Taxpayer number: 32037567727

■ Report year: 2012

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

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

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

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

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

3203756772712

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

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

Name	Title	Director	Term expiration (m m d d y y)
PATTERN RENEWABLES LP	MEMBER	___ YES	
Mailing address: PIER 1, BAY 3	City: SAN FRANCISCO	State: CA	ZIP Code: 94111
Name	Title	Director ___ YES	Term expiration
Mailing address	City	State	ZIP Code
Name	Title	Director ___ YES	Term expiration
Mailing address	City	State	ZIP Code

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

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

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

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

Registered agent and registered office currently on file. *(see instructions if you need to make changes)*
Agent: CORPORATION SERVICE COMPANY

___ Check box if you need forms to change the registered agent or registered office information.

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

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

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

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

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TX2012
Ver. 3.0 05-102 (Rev.9-11/30)

Texas Franchise Tax Public Information Report

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

■ **Tcode** 13196

■ Taxpayer number: 32034712607

■ Report year: 2012

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

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

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

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

3203471260712

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

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

Name	Title	Director	Term expiration (m m d d y y)	
PATTERN TRANSMISSION LP	MEMBER	___ YES		
Mailing address: PIER 1, BAY 3	City: SAN FRANCISCO		State: CA	ZIP Code: 94111
Name	Title	Director ___ YES	Term expiration (m m d d y y)	
Mailing address	City		State	ZIP Code
Name	Title	Director ___ YES	Term expiration (m m d d y y)	
Mailing address	City		State	ZIP Code

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

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

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

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

Registered agent and registered office currently on file. *(see instructions if you need to make changes)*
Agent: CORPORATION SERVICE COMPANY

___ Check box if you need forms to change the registered agent or registered office information.

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

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

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

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

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TX2012
Ver. 3.0 05-102 (Rev.9-11/30)

Texas Franchise Tax Public Information Report

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

■ **Tcode** 13196

■ Taxpayer number: 32025738983

■ Report year: 2012

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

Taxpayer name				
PATTERN PANHANDLE WIND LLC				
Mailing address: PIER 1, BAY 3				Secretary of State (SOS) file number or Comptroller file number
City: SAN FRANCISCO	State: CA	ZIP Code: 94111	Plus 4:	0800768213

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

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

3202573898312

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

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

Name	Title	Director	Term expiration (m m d d y y)	
PATTERN RENEWABLES LP	MEMBER	— YES		
Mailing address: PIER 1, BAY 3	City: SAN FRANCISCO		State: CA	ZIP Code: 94111
Name	Title	Director — YES	Term expiration (m m d d y y)	
Mailing address	City		State	ZIP Code
Name	Title	Director — YES	Term expiration (m m d d y y)	
Mailing address	City		State	ZIP Code

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

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

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

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

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

Agent: CORPORATION SERVICE COMPANY

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

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

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

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

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TX2012
Ver. 3.0 05-102 (Rev.9-11/30)

Texas Franchise Tax Public Information Report

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

■ **Tcode** 13196

■ Taxpayer number: 32017899256

■ Report year: 2012

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

Taxpayer name: SAND HILLS WIND POWER LLC

Mailing address: PIER 1, BAY 3

City: SAN FRANCISCO | State: CA | ZIP Code: 94111 | Plus 4:

Secretary of State (SOS) file number or Comptroller file number: 0800524645

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

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

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

3201789925612

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

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

Name	Title	Director	Term expiration (m m d d y y)
PATTERN RENEWABLES LP	MEMBER	— YES —	
Mailing address: PIER 1, BAY 3	City: SAN FRANCISCO	State: CA	ZIP Code: 94111
Name	Title	Director — YES —	Term expiration (m m d d y y)
Mailing address	City	State	ZIP Code
Name	Title	Director — YES —	Term expiration (m m d d y y)
Mailing address	City	State	ZIP Code

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

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

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

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

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

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

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

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

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

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TX2012
Ver. 3.0 05-102 (Rev.9-11/30)

Texas Franchise Tax Public Information Report

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

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

■ **Tcode** 13196

■ Taxpayer number: 32039155034

■ Report year: 2012

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

Taxpayer name: TEXAS GULF WIND 2 LLC				
Mailing address: PIER 1, BAY 3				Secretary of State (SOS) file number or Comptroller file number
City: SAN FRANCISCO	State: CA	ZIP Code: 94111	Plus 4:	0801101943

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

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

3203915503412

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

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

Name	Title	Director	Term expiration (m m d d y y)	
PATTERN RENEWABLES LP	MEMBER	___ YES ___		
Mailing address: PIER 1, BAY 3	City: SAN FRANCISCO		State: CA	ZIP Code: 94111
Name	Title	Director ___ YES ___	Term expiration (m m d d y y)	
Mailing address	City		State	ZIP Code
Name	Title	Director ___ YES ___	Term expiration (m m d d y y)	
Mailing address	City		State	ZIP Code

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

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

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

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

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

Agent: CORPORATION SERVICE COMPANY

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

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

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

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

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TX2012
Ver. 3.0 05-102 (Rev.9-11/30)

Texas Franchise Tax Public Information Report

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

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

■ **Tcode** 13196

■ Taxpayer number: 32041601041

■ Report year: 2012

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

Taxpayer name: PATTERN OPERATORS LP

Mailing address: PIER 1, BAY 3

City: SAN FRANCISCO | State: CA | ZIP Code: 94111 | Plus 4:

Secretary of State (SOS) file number or Comptroller file number: 0801253780

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

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

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

3204160104112

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

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

Name	Title	Director	Term expiration (m m d d y y)
PATTERN ENERGY GROUP LP	MEMBER	___ YES	
Mailing address: PIER 1, BAY 3	City: SAN FRANCISCO	State: CA	ZIP Code: 94111
Name	Title	Director ___ YES	Term expiration
Mailing address	City	State	ZIP Code
Name	Title	Director ___ YES	Term expiration
Mailing address	City	State	ZIP Code

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

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

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

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

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

Agent: CORPORATION SERVICE COMPANY

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

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

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

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

Texas Comptroller Official Use Only

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TX2012
Ver. 3.0 05-102 (Rev.9-11/30)

Texas Franchise Tax Public Information Report

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

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

■ **Tcode** 13196

■ Taxpayer number: 270279717

■ Report year: 2012

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

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

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

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

0270279717012

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

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

Name	Title	Director	Term expiration (m m d d y y)	
PATTERN ENERGY GROUP LP	MEMBER	☐ YES		
Mailing address: PIER 1, BAY 3	City: SAN FRANCISCO		State: CA	ZIP Code: 94111
Name	Title	Director ☐ YES	Term expiration	
Mailing address	City		State	ZIP Code
Name	Title	Director ☐ YES	Term expiration	
Mailing address	City		State	ZIP Code

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

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

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

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

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

Agent: CORPORATION SERVICE COMPANY

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

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

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

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

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1Q52B1 9.000

TX2012 05-166

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

Texas Franchise Tax Affiliate Schedule

■ **Tcode** 13253 ANNUAL

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

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

1. Legal name of affiliate	■ 2. Affiliate taxpayer number *(if none, use FEI number)*	■ 3. Affiliate NAICS code
PATTERN ENERGY GROUP LP	32039702439	221100

4. Check box if entity is disregarded for franchise tax	5. Check box if this affiliate does NOT have **NEXUS** in Texas	■ 6. Affiliate reporting begin date *m m d d y y*	■ 7. Affiliate reporting end date *m m d d y y*
■ ☐	■ ☐	010111	123111

■ 8. Gross receipts subject to throwback in other states *(before eliminations)*	■ 9. Gross receipts everywhere *(before eliminations)*
0 .00	61753531 .00

■ 10. Gross receipts in Texas *(before eliminations)*	■ 11. Cost of goods sold or compensation *(before eliminations)*
571502 .00	0 .00

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

1. Legal name of affiliate	■ 2. Affiliate taxpayer number *(if none, use FEI number)*	■ 3. Affiliate NAICS code
PATTERN ENERGY GROUP HOLDINGS LP	32039702397	221100

4. Check box if entity is disregarded for franchise tax	5. Check box if this affiliate does NOT have **NEXUS** in Texas	■ 6. Affiliate reporting begin date *m m d d y y*	■ 7. Affiliate reporting end date *m m d d y y*
■ ☐	■ ☐	010111	123111

■ 8. Gross receipts subject to throwback in other states *(before eliminations)*	■ 9. Gross receipts everywhere *(before eliminations)*
0 .00	36050 .00

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

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

1. Legal name of affiliate	■ 2. Affiliate taxpayer number *(if none, use FEI number)*	■ 3. Affiliate NAICS code
G3 ENERGY, LLC	11342124333	221100

4. Check box if entity is disregarded for franchise tax	5. Check box if this affiliate does NOT have **NEXUS** in Texas	■ 6. Affiliate reporting begin date *m m d d y y*	■ 7. Affiliate reporting end date *m m d d y y*
■ ☐	■ ☐	010111	123111

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

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

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

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

Texas Comptroller Official Use Only

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TX2012 05-166

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

Texas Franchise Tax Affiliate Schedule

■ **Tcode** 13253 ANNUAL

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

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

1. Legal name of affiliate	■ 2. Affiliate taxpayer number *(if none, use FEI number)*	■ 3. Affiliate NAICS code
MAJESTIC WIND POWER 2 LLC	32037567727	221100

4. Check box if entity is disregarded for franchise tax	5. Check box if this affiliate does NOT have **NEXUS** in Texas	■ 6. Affiliate reporting begin date *m m d d y y*	■ 7. Affiliate reporting end date *m m d d y y*
■ ☐	■ ☐	010111	123111

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

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

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

4. Check box if entity is disregarded for franchise tax	5. Check box if this affiliate does NOT have **NEXUS** in Texas	■ 6. Affiliate reporting begin date *m m d d y y*	■ 7. Affiliate reporting end date *m m d d y y*
■ ☐	■ ☐	010111	123111

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

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

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

4. Check box if entity is disregarded for franchise tax	5. Check box if this affiliate does NOT have **NEXUS** in Texas	■ 6. Affiliate reporting begin date *m m d d y y*	■ 7. Affiliate reporting end date *m m d d y y*
■ ☐	■ ☐	010111	123111

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

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

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TX2012 05-166

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

Texas Franchise Tax Affiliate Schedule

■ **Tcode** 13253 ANNUAL

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

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

1. Legal name of affiliate	■ 2. Affiliate taxpayer number *(if none, use FEI number)*	■ 3. Affiliate NAICS code
SAND HILLS WIND POWER LLC	32017899256	221100

4. Check box if entity is disregarded for franchise tax	5. Check box if this affiliate does NOT have **NEXUS** in Texas	■ 6. Affiliate reporting begin date *m m d d y y*	■ 7. Affiliate reporting end date *m m d d y y*
■ ☐	■ ☐	010111	123111

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

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

1. Legal name of affiliate	■ 2. Affiliate taxpayer number *(if none, use FEI number)*	■ 3. Affiliate NAICS code
TEXAS GULF WIND 2 LLC	32039155034	221100

4. Check box if entity is disregarded for franchise tax	5. Check box if this affiliate does NOT have **NEXUS** in Texas	■ 6. Affiliate reporting begin date *m m d d y y*	■ 7. Affiliate reporting end date *m m d d y y*
■ ☐	■ ☐	010111	123111

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

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

1. Legal name of affiliate	■ 2. Affiliate taxpayer number *(if none, use FEI number)*	■ 3. Affiliate NAICS code
PATTERN OPERATORS LP	32041601041	221100

4. Check box if entity is disregarded for franchise tax	5. Check box if this affiliate does NOT have **NEXUS** in Texas	■ 6. Affiliate reporting begin date *m m d d y y*	■ 7. Affiliate reporting end date *m m d d y y*
■ ☐	■ ☐	010111	123111

■ 8. Gross receipts subject to throwback in other states *(before eliminations)*	■ 9. Gross receipts everywhere *(before eliminations)*
0 .00	1473198 .00
■ 10. Gross receipts in Texas *(before eliminations)*	■ 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 ☐

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TX2012 05-166

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

Texas Franchise Tax Affiliate Schedule

■ **Tcode** 13253 ANNUAL

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

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

1. Legal name of affiliate	■ 2. Affiliate taxpayer number *(if none, use FEI number)*	■ 3. Affiliate NAICS code
PATTERN RENEWABLES DEVELOPMENT COMPANY LLC	000000001	221100

4. Check box if entity is disregarded for franchise tax	5. Check box if this affiliate does NOT have **NEXUS** in Texas	■ 6. Affiliate reporting begin date *m m d d y y*	■ 7. Affiliate reporting end date *m m d d y y*
■ ☐	■ ☒	010111	123111

■ 8. Gross receipts subject to throwback in other states *(before eliminations)*	■ 9. Gross receipts everywhere *(before eliminations)*
0 .00	59050 .00
■ 10. Gross receipts in Texas *(before eliminations)*	■ 11. Cost of goods sold or compensation *(before eliminations)*
0 .00	0 .00
Check box if this is a Corporation or Limited Liability Company ☐	Check box if this is an Entity other than a Corporation or Limited Liability Company ☐

1. Legal name of affiliate	■ 2. Affiliate taxpayer number *(if none, use FEI number)*	■ 3. Affiliate NAICS code
SPRING VALLEY WIND LLC	204055793	221100

4. Check box if entity is disregarded for franchise tax	5. Check box if this affiliate does NOT have **NEXUS** in Texas	■ 6. Affiliate reporting begin date *m m d d y y*	■ 7. Affiliate reporting end date *m m d d y y*
■ ☐	■ ☒	010111	123111

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

1. Legal name of affiliate	■ 2. Affiliate taxpayer number *(if none, use FEI number)*	■ 3. Affiliate NAICS code
TRES VAQUEROS WIND FARMS, LLC	000000004	221100

4. Check box if entity is disregarded for franchise tax	5. Check box if this affiliate does NOT have **NEXUS** in Texas	■ 6. Affiliate reporting begin date *m m d d y y*	■ 7. Affiliate reporting end date *m m d d y y*
■ ☐	■ ☒	010111	123111

■ 8. Gross receipts subject to throwback in other states *(before eliminations)*	■ 9. Gross receipts everywhere *(before eliminations)*
0 .00	149973 .00
■ 10. Gross receipts in Texas *(before eliminations)*	■ 11. Cost of goods sold or compensation *(before eliminations)*
0 .00	0 .00
Check box if this is a Corporation or Limited Liability Company ☐	Check box if this is an Entity other than a Corporation or Limited Liability Company ☐

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TX2012 05-166

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

Texas Franchise Tax Affiliate Schedule

■ **Tcode** 13253 ANNUAL

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

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

1. Legal name of affiliate	■ 2. Affiliate taxpayer number *(if none, use FEI number)*	■ 3. Affiliate NAICS code
RIPLEY-WESTFIELD WIND LLC	000000005	221100

4. Check box if entity is disregarded for franchise tax	5. Check box if this affiliate does NOT have **NEXUS** in Texas	■ 6. Affiliate reporting begin date *m m d d y y*	■ 7. Affiliate reporting end date *m m d d y y*
■ ☐	■ ☒	010111	123111

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

1. Legal name of affiliate	■ 2. Affiliate taxpayer number *(if none, use FEI number)*	■ 3. Affiliate NAICS code
POLE CANYON WIND LLC	000000006	221100

4. Check box if entity is disregarded for franchise tax	5. Check box if this affiliate does NOT have **NEXUS** in Texas	■ 6. Affiliate reporting begin date *m m d d y y*	■ 7. Affiliate reporting end date *m m d d y y*
■ ☐	■ ☒	010111	123111

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

1. Legal name of affiliate	■ 2. Affiliate taxpayer number *(if none, use FEI number)*	■ 3. Affiliate NAICS code
POLE CANYON TRANSMISSION INC.	264481956	221100

4. Check box if entity is disregarded for franchise tax	5. Check box if this affiliate does NOT have **NEXUS** in Texas	■ 6. Affiliate reporting begin date *m m d d y y*	■ 7. Affiliate reporting end date *m m d d y y*
■ ☐	■ ☒	010111	123111

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

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Texas Comptroller Official Use Only

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TX2012 05-166

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

Texas Franchise Tax Affiliate Schedule

■ **Tcode** 13253 ANNUAL

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

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

1. Legal name of affiliate	■ 2. Affiliate taxpayer number *(if none, use FEI number)*	■ 3. Affiliate NAICS code
CONCORD WIND POWER LLC	000000007	221100

4. Check box if entity is disregarded for franchise tax	5. Check box if this affiliate does NOT have **NEXUS** in Texas	■ 6. Affiliate reporting begin date *m m d d y y*	■ 7. Affiliate reporting end date *m m d d y y*
■ ☐	■ ☒	010111	123111

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

1. Legal name of affiliate	■ 2. Affiliate taxpayer number *(if none, use FEI number)*	■ 3. Affiliate NAICS code
EL PASO WIND, LLC	000000008	221100

4. Check box if entity is disregarded for franchise tax	5. Check box if this affiliate does NOT have **NEXUS** in Texas	■ 6. Affiliate reporting begin date *m m d d y y*	■ 7. Affiliate reporting end date *m m d d y y*
■ ☐	■ ☒	010111	123111

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

1. Legal name of affiliate	■ 2. Affiliate taxpayer number *(if none, use FEI number)*	■ 3. Affiliate NAICS code
PATTERN PUERTO RICO WIND DEVELOPMENT LLC	000000009	221100

4. Check box if entity is disregarded for franchise tax	5. Check box if this affiliate does NOT have **NEXUS** in Texas	■ 6. Affiliate reporting begin date *m m d d y y*	■ 7. Affiliate reporting end date *m m d d y y*
■ ☐	■ ☒	010111	123111

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

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TX2012 05-166

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

Texas Franchise Tax Affiliate Schedule

■ **Tcode** 13253 ANNUAL

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

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

1. Legal name of affiliate	■ 2. Affiliate taxpayer number *(if none, use FEI number)*	■ 3. Affiliate NAICS code
ARAGONNE WIND II LLC	000000010	221100

4. Check box if entity is disregarded for franchise tax	5. Check box if this affiliate does NOT have **NEXUS** in Texas	■ 6. Affiliate reporting begin date *m m d d y y*	■ 7. Affiliate reporting end date *m m d d y y*
■ ☐	■ ☒	010111	123111

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

1. Legal name of affiliate	■ 2. Affiliate taxpayer number *(if none, use FEI number)*	■ 3. Affiliate NAICS code
SELDOM SEEN WIND LLC	000000012	221100

4. Check box if entity is disregarded for franchise tax	5. Check box if this affiliate does NOT have **NEXUS** in Texas	■ 6. Affiliate reporting begin date *m m d d y y*	■ 7. Affiliate reporting end date *m m d d y y*
■ ☐	■ ☒	010111	123111

■ 8. Gross receipts subject to throwback in other states *(before eliminations)*	■ 9. Gross receipts everywhere *(before eliminations)*
0 .00	9805 .00
■ 10. Gross receipts in Texas *(before eliminations)*	■ 11. Cost of goods sold or compensation *(before eliminations)*
0 .00	0 .00
Check box if this is a Corporation or Limited Liability Company ☐	Check box if this is an Entity other than a Corporation or Limited Liability Company ☐

1. Legal name of affiliate	■ 2. Affiliate taxpayer number *(if none, use FEI number)*	■ 3. Affiliate NAICS code
HATCHET RIDGE WIND, LLC	000000012	221100

4. Check box if entity is disregarded for franchise tax	5. Check box if this affiliate does NOT have **NEXUS** in Texas	■ 6. Affiliate reporting begin date *m m d d y y*	■ 7. Affiliate reporting end date *m m d d y y*
■ ☐	■ ☒	010111	123111

■ 8. Gross receipts subject to throwback in other states *(before eliminations)*	■ 9. Gross receipts everywhere *(before eliminations)*
0 .00	28070615 .00
■ 10. Gross receipts in Texas *(before eliminations)*	■ 11. Cost of goods sold or compensation *(before eliminations)*
0 .00	20010613 .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 ☐

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TX2012 05-166

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

Texas Franchise Tax Affiliate Schedule

■ **Tcode** 13253 ANNUAL

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

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

1. Legal name of affiliate	■ 2. Affiliate taxpayer number *(if none, use FEI number)*	■ 3. Affiliate NAICS code
OCOTILLO EXPRESS LLC	000000013	221100

4. Check box if entity is disregarded for franchise tax	5. Check box if this affiliate does NOT have **NEXUS** in Texas	■ 6. Affiliate reporting begin date *m m d d y y*	■ 7. Affiliate reporting end date *m m d d y y*
■ ☐	■ ☒	010111	123111

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

1. Legal name of affiliate	■ 2. Affiliate taxpayer number *(if none, use FEI number)*	■ 3. Affiliate NAICS code
MONROE WIND, LLC	000000015	221100

4. Check box if entity is disregarded for franchise tax	5. Check box if this affiliate does NOT have **NEXUS** in Texas	■ 6. Affiliate reporting begin date *m m d d y y*	■ 7. Affiliate reporting end date *m m d d y y*
■ ☐	■ ☒	010111	123111

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

1. Legal name of affiliate	■ 2. Affiliate taxpayer number *(if none, use FEI number)*	■ 3. Affiliate NAICS code
PATTERN SANTA ISABEL LLC	000000016	221100

4. Check box if entity is disregarded for franchise tax	5. Check box if this affiliate does NOT have **NEXUS** in Texas	■ 6. Affiliate reporting begin date *m m d d y y*	■ 7. Affiliate reporting end date *m m d d y y*
■ ☐	■ ☒	010111	123111

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

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

Texas Franchise Tax Affiliate Schedule

■ **Tcode** 13253 ANNUAL

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

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

1. Legal name of affiliate	■ 2. Affiliate taxpayer number *(if none, use FEI number)*	■ 3. Affiliate NAICS code
YOLO WIND LLC	000000017	221100

4. Check box if entity is disregarded for franchise tax	5. Check box if this affiliate does NOT have **NEXUS** in Texas	■ 6. Affiliate reporting begin date *m m d d y y*	■ 7. Affiliate reporting end date *m m d d y y*
■ ☐	■ ☒	010111	123111

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

1. Legal name of affiliate	■ 2. Affiliate taxpayer number *(if none, use FEI number)*	■ 3. Affiliate NAICS code
PATTERN ARGENTINA HOLDINGS LLC	000000018	221100

4. Check box if entity is disregarded for franchise tax	5. Check box if this affiliate does NOT have **NEXUS** in Texas	■ 6. Affiliate reporting begin date *m m d d y y*	■ 7. Affiliate reporting end date *m m d d y y*
■ ☐	■ ☒	010111	123111

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

1. Legal name of affiliate	■ 2. Affiliate taxpayer number *(if none, use FEI number)*	■ 3. Affiliate NAICS code
PATTERN LATIN AMERICA LLC	000000019	221100

4. Check box if entity is disregarded for franchise tax	5. Check box if this affiliate does NOT have **NEXUS** in Texas	■ 6. Affiliate reporting begin date *m m d d y y*	■ 7. Affiliate reporting end date *m m d d y y*
■ ☐	■ ☒	010111	123111

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

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Texas Franchise Tax Affiliate Schedule

■ **Tcode** 13253 ANNUAL

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

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

1. Legal name of affiliate	■ 2. Affiliate taxpayer number *(if none, use FEI number)*	■ 3. Affiliate NAICS code
PATTERN CHILE HOLDINGS LLC	000000020	221100

4. Check box if entity is disregarded for franchise tax	5. Check box if this affiliate does NOT have **NEXUS** in Texas	■ 6. Affiliate reporting begin date *m m d d y y*	■ 7. Affiliate reporting end date *m m d d y y*
■ ☐	■ ☒	010111	123111

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

1. Legal name of affiliate	■ 2. Affiliate taxpayer number *(if none, use FEI number)*	■ 3. Affiliate NAICS code
PATTERN TRANSMISSION LP	000000021	221100

4. Check box if entity is disregarded for franchise tax	5. Check box if this affiliate does NOT have **NEXUS** in Texas	■ 6. Affiliate reporting begin date *m m d d y y*	■ 7. Affiliate reporting end date *m m d d y y*
■ ☐	■ ☒	010111	123111

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

1. Legal name of affiliate	■ 2. Affiliate taxpayer number *(if none, use FEI number)*	■ 3. Affiliate NAICS code
PATTERN RENEWABLES LP	000000022	221100

4. Check box if entity is disregarded for franchise tax	5. Check box if this affiliate does NOT have **NEXUS** in Texas	■ 6. Affiliate reporting begin date *m m d d y y*	■ 7. Affiliate reporting end date *m m d d y y*
■ ☐	■ ☒	010111	123111

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

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Texas Franchise Tax Affiliate Schedule

■ **Tcode** 13253 ANNUAL

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

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

1. Legal name of affiliate	■ 2. Affiliate taxpayer number *(if none, use FEI number)*	■ 3. Affiliate NAICS code
PATTERN TRANSMISSION GP LLC	000000023	221100

4. Check box if entity is disregarded for franchise tax	5. Check box if this affiliate does NOT have **NEXUS** in Texas	■ 6. Affiliate reporting begin date *m m d d y y*	■ 7. Affiliate reporting end date *m m d d y y*
■ ☐	■ ☒	010111	123111

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

1. Legal name of affiliate	■ 2. Affiliate taxpayer number *(if none, use FEI number)*	■ 3. Affiliate NAICS code
CENTRAL VALLEY TRANSMISSION LINE LLC	000000024	221100

4. Check box if entity is disregarded for franchise tax	5. Check box if this affiliate does NOT have **NEXUS** in Texas	■ 6. Affiliate reporting begin date *m m d d y y*	■ 7. Affiliate reporting end date *m m d d y y*
■ ☐	■ ☒	010111	123111

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

1. Legal name of affiliate	■ 2. Affiliate taxpayer number *(if none, use FEI number)*	■ 3. Affiliate NAICS code
SOUTHERN CROSS TRANSMISSION LLC	000000025	221100

4. Check box if entity is disregarded for franchise tax	5. Check box if this affiliate does NOT have **NEXUS** in Texas	■ 6. Affiliate reporting begin date *m m d d y y*	■ 7. Affiliate reporting end date *m m d d y y*
■ ☐	■ ☒	010111	123111

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

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■ **Tcode** 13253 ANNUAL

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

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

1. Legal name of affiliate	■ 2. Affiliate taxpayer number *(if none, use FEI number)*	■ 3. Affiliate NAICS code
PATTERN POWER DEVELOPMENT COMPANY LLC	000000026	221100

4. Check box if entity is disregarded for franchise tax	5. Check box if this affiliate does NOT have **NEXUS** in Texas	■ 6. Affiliate reporting begin date *m m d d y y*	■ 7. Affiliate reporting end date *m m d d y y*
■ ☐	■ ☒	010111	123111

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

1. Legal name of affiliate	■ 2. Affiliate taxpayer number *(if none, use FEI number)*	■ 3. Affiliate NAICS code
TBC SERVICES COMPANY LLC	000000027	221100

4. Check box if entity is disregarded for franchise tax	5. Check box if this affiliate does NOT have **NEXUS** in Texas	■ 6. Affiliate reporting begin date *m m d d y y*	■ 7. Affiliate reporting end date *m m d d y y*
■ ☐	■ ☒	010111	123111

■ 8. Gross receipts subject to throwback in other states *(before eliminations)*	■ 9. Gross receipts everywhere *(before eliminations)*
0 .00	56060 .00
■ 10. Gross receipts in Texas *(before eliminations)*	■ 11. Cost of goods sold or compensation *(before eliminations)*
0 .00	0 .00
Check box if this is a Corporation or Limited Liability Company ☐	Check box if this is an Entity other than a Corporation or Limited Liability Company ☐

1. Legal name of affiliate	■ 2. Affiliate taxpayer number *(if none, use FEI number)*	■ 3. Affiliate NAICS code
PATTERN RENEWABLES GP LLC	000000028	221100

4. Check box if entity is disregarded for franchise tax	5. Check box if this affiliate does NOT have **NEXUS** in Texas	■ 6. Affiliate reporting begin date *m m d d y y*	■ 7. Affiliate reporting end date *m m d d y y*
■ ☐	■ ☒	010111	123111

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

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Texas Franchise Tax Affiliate Schedule

■ **Tcode** 13253 ANNUAL

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

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

1. Legal name of affiliate	■ 2. Affiliate taxpayer number *(if none, use FEI number)*	■ 3. Affiliate NAICS code
PATTERN OPERATORS GP LLC	000000029	221100

4. Check box if entity is disregarded for franchise tax	5. Check box if this affiliate does NOT have **NEXUS** in Texas	■ 6. Affiliate reporting begin date *m m d d y y*	■ 7. Affiliate reporting end date *m m d d y y*
■ ☐	■ ☒	010111	123111

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

1. Legal name of affiliate	■ 2. Affiliate taxpayer number *(if none, use FEI number)*	■ 3. Affiliate NAICS code
RENEWABLES LEASE HOLDING COMPANY LLC	000000030	221100

4. Check box if entity is disregarded for franchise tax	5. Check box if this affiliate does NOT have **NEXUS** in Texas	■ 6. Affiliate reporting begin date *m m d d y y*	■ 7. Affiliate reporting end date *m m d d y y*
■ ☐	■ ☒	010111	123111

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

1. Legal name of affiliate	■ 2. Affiliate taxpayer number *(if none, use FEI number)*	■ 3. Affiliate NAICS code
NAEG EMPLOYEE HOLDCO LLC	000000031	221100

4. Check box if entity is disregarded for franchise tax	5. Check box if this affiliate does NOT have **NEXUS** in Texas	■ 6. Affiliate reporting begin date *m m d d y y*	■ 7. Affiliate reporting end date *m m d d y y*
■ ☐	■ ☒	010111	123111

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

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■ **Tcode** 13253 ANNUAL

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

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

1. Legal name of affiliate	■ 2. Affiliate taxpayer number *(if none, use FEI number)*	■ 3. Affiliate NAICS code
PATTERN GULF WIND EQUITY LLC	270279717	221100

4. Check box if entity is disregarded for franchise tax	5. Check box if this affiliate does NOT have **NEXUS** in Texas	■ 6. Affiliate reporting begin date *m m d d y y*	■ 7. Affiliate reporting end date *m m d d y y*
■ ☐	■ ☐	010111	123111

■ 8. Gross receipts subject to throwback in other states *(before eliminations)*	■ 9. Gross receipts everywhere *(before eliminations)*
0 .00	0 .00
■ 10. Gross receipts in Texas *(before eliminations)*	■ 11. Cost of goods sold or compensation *(before eliminations)*
0 .00	0 .00
Check box if this is a Corporation or Limited Liability Company ☒	Check box if this is an Entity other than a Corporation or Limited Liability Company ☐

1. Legal name of affiliate	■ 2. Affiliate taxpayer number *(if none, use FEI number)*	■ 3. Affiliate NAICS code
PATTERN ALTAMONT WIND LLC	000000032	221100

4. Check box if entity is disregarded for franchise tax	5. Check box if this affiliate does NOT have **NEXUS** in Texas	■ 6. Affiliate reporting begin date *m m d d y y*	■ 7. Affiliate reporting end date *m m d d y y*
■ ☐	■ ☒	010111	123111

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

1. Legal name of affiliate	■ 2. Affiliate taxpayer number *(if none, use FEI number)*	■ 3. Affiliate NAICS code
PATTERN CUMBERLAND WIND LLC	000000033	221100

4. Check box if entity is disregarded for franchise tax	5. Check box if this affiliate does NOT have **NEXUS** in Texas	■ 6. Affiliate reporting begin date *m m d d y y*	■ 7. Affiliate reporting end date *m m d d y y*
■ ☐	■ ☒	010111	123111

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

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32039702439	2012	PATTERN ENERGY GROUP LP

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

1. Legal name of affiliate	■ 2. Affiliate taxpayer number *(if none, use FEI number)*	■ 3. Affiliate NAICS code
HAWAII INTERISLAND CABLE HOLDINGS, LLC	000000034	221100

4. Check box if entity is disregarded for franchise tax	5. Check box if this affiliate does NOT have **NEXUS** in Texas	■ 6. Affiliate reporting begin date *m m d d y y*	■ 7. Affiliate reporting end date *m m d d y y*
■ ☐	■ ☒	010111	123111

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

1. Legal name of affiliate	■ 2. Affiliate taxpayer number *(if none, use FEI number)*	■ 3. Affiliate NAICS code
HAWAII INTERISLAND CABLE, LLC	000000035	221100

4. Check box if entity is disregarded for franchise tax	5. Check box if this affiliate does NOT have **NEXUS** in Texas	■ 6. Affiliate reporting begin date *m m d d y y*	■ 7. Affiliate reporting end date *m m d d y y*
■ ☐	■ ☒	010111	123111

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

1. Legal name of affiliate	■ 2. Affiliate taxpayer number *(if none, use FEI number)*	■ 3. Affiliate NAICS code
RUSK INTERCONNECTION, LLC	000000036	221100

4. Check box if entity is disregarded for franchise tax	5. Check box if this affiliate does NOT have **NEXUS** in Texas	■ 6. Affiliate reporting begin date *m m d d y y*	■ 7. Affiliate reporting end date *m m d d y y*
■ ☐	■ ☒	010111	123111

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

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

Texas Franchise Tax Affiliate Schedule

■ **Tcode** 13253 ANNUAL

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

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

1. Legal name of affiliate	■ 2. Affiliate taxpayer number *(if none, use FEI number)*	■ 3. Affiliate NAICS code
MOLOKAI HOLDINGS LLC	000000040	221100

4. Check box if entity is disregarded for franchise tax	5. Check box if this affiliate does NOT have **NEXUS** in Texas	■ 6. Affiliate reporting begin date *m m d d y y*	■ 7. Affiliate reporting end date *m m d d y y*
■ ☐	■ ☒	010111	123111

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

1. Legal name of affiliate	■ 2. Affiliate taxpayer number *(if none, use FEI number)*	■ 3. Affiliate NAICS code
PATTERN WIND RESOURCES, LLC	000000041	221100

4. Check box if entity is disregarded for franchise tax	5. Check box if this affiliate does NOT have **NEXUS** in Texas	■ 6. Affiliate reporting begin date *m m d d y y*	■ 7. Affiliate reporting end date *m m d d y y*
■ ☐	■ ☒	010111	123111

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

1. Legal name of affiliate	■ 2. Affiliate taxpayer number *(if none, use FEI number)*	■ 3. Affiliate NAICS code
PATTERN POWER MARKETING LLC	000000042	221100

4. Check box if entity is disregarded for franchise tax	5. Check box if this affiliate does NOT have **NEXUS** in Texas	■ 6. Affiliate reporting begin date *m m d d y y*	■ 7. Affiliate reporting end date *m m d d y y*
■ ☐	■ ☒	010111	123111

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

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

Texas Comptroller Official Use Only

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TX2012 05-166

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

Texas Franchise Tax Affiliate Schedule

■ **Tcode** 13253 ANNUAL

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

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

1. Legal name of affiliate	■ 2. Affiliate taxpayer number *(if none, use FEI number)*	■ 3. Affiliate NAICS code
NEVADA WIND HOLDINGS LLC	000000037	221100

4. Check box if entity is disregarded for franchise tax	5. Check box if this affiliate does NOT have **NEXUS** in Texas	■ 6. Affiliate reporting begin date *m m d d y y*	■ 7. Affiliate reporting end date *m m d d y y*
■ ☐	■ ☒	010111	123111

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

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

1. Legal name of affiliate	■ 2. Affiliate taxpayer number *(if none, use FEI number)*	■ 3. Affiliate NAICS code
HAWAII RENEWABLES LLC	000000039	221100

4. Check box if entity is disregarded for franchise tax	5. Check box if this affiliate does NOT have **NEXUS** in Texas	■ 6. Affiliate reporting begin date *m m d d y y*	■ 7. Affiliate reporting end date *m m d d y y*
■ ☐	■ ☒	010111	123111

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

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

1. Legal name of affiliate	■ 2. Affiliate taxpayer number *(if none, use FEI number)*	■ 3. Affiliate NAICS code
STATE LINE WIND POWER LLC	000000003	221100

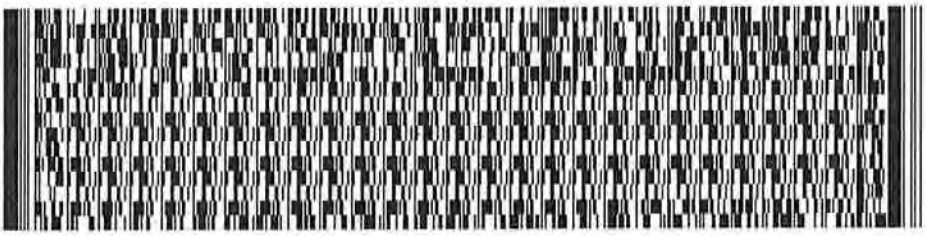
4. Check box if entity is disregarded for franchise tax	5. Check box if this affiliate does NOT have **NEXUS** in Texas	■ 6. Affiliate reporting begin date *m m d d y y*	■ 7. Affiliate reporting end date *m m d d y y*
■ ☐	■ ☒	010111	123111

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

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

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

Texas Comptroller Official Use Only



VE/DE	☐	FM	☐

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TX2012 05-166

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

Texas Franchise Tax Affiliate Schedule

■ **Tcode** 13253 ANNUAL

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

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

1. Legal name of affiliate	■ 2. Affiliate taxpayer number *(if none, use FEI number)*	■ 3. Affiliate NAICS code
SANTA ISABEL HOLDINGS LLC	000000038	221100

4. Check box if entity is disregarded for franchise tax	5. Check box if this affiliate does NOT have **NEXUS** in Texas	■ 6. Affiliate reporting begin date *m m d d y y*	■ 7. Affiliate reporting end date *m m d d y y*
■ ☐	■ ☒	010111	123111

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

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

1. Legal name of affiliate	■ 2. Affiliate taxpayer number *(if none, use FEI number)*	■ 3. Affiliate NAICS code
PATTERN RENEWABLES SUPPLY CO LLC	000000043	221100

4. Check box if entity is disregarded for franchise tax	5. Check box if this affiliate does NOT have **NEXUS** in Texas	■ 6. Affiliate reporting begin date *m m d d y y*	■ 7. Affiliate reporting end date *m m d d y y*
■ ☐	■ ☒	010111	123111

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

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

1. Legal name of affiliate	■ 2. Affiliate taxpayer number *(if none, use FEI number)*	■ 3. Affiliate NAICS code
PATTERN ENERGY GP LLC	270279666	221100

4. Check box if entity is disregarded for franchise tax	5. Check box if this affiliate does NOT have **NEXUS** in Texas	■ 6. Affiliate reporting begin date *m m d d y y*	■ 7. Affiliate reporting end date *m m d d y y*
■ ☐	■ ☐	010111	123111

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

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

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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Ver. 3.1 05-170
(Rev.9-11/6)

Texas Franchise Tax Payment Form

■ Tcode 13050 ANNUAL

■ Taxpayer number: 32039702439

■ Report year: 2012

Due date: 11/15/2012

Taxpayer name: PATTERN ENERGY GROUP LP .

1.	**Total tax due on this report** *(item 34 from Form 05-158-B or item 17 from Form 05-169)*	1.	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 items 3, 4 and 5)* *Make amount payable to TEXAS COMPTROLLER*	6. ■	5329.63

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

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

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

Texas Comptroller Official Use Only

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PM Date	

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Ver. 3.1 05-167 (Rev.9-11/4)

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

■ Tcode 13197

■ Taxpayer number: 32039702439

■ Report year: 2012

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

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

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

Name PATTERN ENERGY GROUP HOLDINGS LP	What type of owner? (Check only one)	GENERAL PARTNER ☐ LIMITED 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 ☒ LIMITED 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 ☐ LIMITED 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 PATTERN TRANSMISSION LP	State of formation DE	FEI number	Percentage of ownership 100.00
Name of owned (subsidiary) corporation or entity PATTERN TRANSMISSION GP LLC	State of formation DE	FEI number	Percentage of ownership 100.00

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

Agent: CT CORPORATION SYSTEM

Office: 350 N. ST. PAUL ST. 2900	City DALLAS	State TX	ZIP Code 75201	Plus 4

The above information is authorized by Section 171.201(a)(2), Section 171.201(a)(3), 171.202(a)(4) and 171.354 for each entity.

Use additional forms (05-167) for Sections A and B as necessary.

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

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

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

Texas Comptroller Official Use Only

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TX2012

Ver. 3.1 05-167 (Rev.9-11/4)

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

■ Tcode 13197

■ Taxpayer number: 32039702439

■ Report year: 2012

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

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

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

Name	What type of owner? (Check only one)	GENERAL PARTNER ☐ LIMITED 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 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 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 PATTERN RENEWABLES LP	State of formation DE	FEI number	Percentage of ownership 100.00
Name of owned (subsidiary) corporation or entity PATTERN RENEWABLES GP LLC	State of formation DE	FEI number	Percentage of ownership 100.00

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

Agent:

Office:	City	State	ZIP Code	Plus 4

The above information is authorized by Section 171.201(a)(2), Section 171.201(a)(3), 171.202(a)(4) and 171.354 for each entity.

Use additional forms (05-167) for Sections A and B as necessary.

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

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TX2012
Ver. 3.1 05-167
(Rev.9-11/4)

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

■ **Tcode** 13197

■ Taxpayer number: 32039702439

■ Report year: 2012

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

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

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

Name	What type of owner? (Check only one)	GENERAL PARTNER ☐ LIMITED 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 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 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 PATTERN OPERATORS LP	State of formation DE	FEI number	Percentage of ownership 100.00
Name of owned (subsidiary) corporation or entity PATTERN OPERATORS GP LLC	State of formation DE	FEI number	Percentage of ownership 100.00

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

Office:	City	State	ZIP Code	Plus 4

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

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

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

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

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TX2012
Ver. 3.1 05-167
(Rev.9-11/4)
■ Tcode 13197

Texas Franchise Tax Ownership Information Report

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

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

■ Taxpayer number: 32039702439

■ Report year: 2012

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

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

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

Name	What type of owner? (Check only one)	GENERAL PARTNER ☐	LIMITED 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 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 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
NAEG EMPLOYEE HOLDCO LLC	DE		100.00
Name of owned (subsidiary) corporation or entity	State of formation	FEI number	Percentage of ownership
RENEWABLES LEASING HOLDING COMPANY LLC	DE		100.00

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

Office:	City	State	ZIP Code	Plus 4

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

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

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

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

Texas Comptroller Official Use Only

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TX2012
Ver. 3.1 05-167
(Rev.9-11/4)
■ Tcode 13197

Texas Franchise Tax Ownership Information Report

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

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

■ Taxpayer number: 32039702397

■ Report year: 2012

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

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

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

Name PATTERN ENERGY GROUP HOLDINGS GP LLC	What type of owner? (Check only one)	GENERAL PARTNER [x] LIMITED PARTNER [ ] OTHER [ ]	
Mailing address 712 FIFTH AVENUE, 19TH FLOOR		FEI number 270279520	Percentage of ownership
City NEW YORK	State NY	ZIP Code 10019	Plus 4
Name R/C WIND II LP	What type of owner? (Check only one)	GENERAL PARTNER [ ] LIMITED PARTNER [x] 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)	GENERAL PARTNER [ ] LIMITED 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 PATTERN ENERGY GROUP LP	State of formation DE	FEI number 270279717	Percentage of ownership 99.99
Name of owned (subsidiary) corporation or entity	State of formation	FEI number	Percentage of ownership

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

Agent: CT CORPORATION SYSTEM

Office: 350 N ST. PAUL ST. 2900	City DALLAS	State TX	ZIP Code 75201	Plus 4

The above information is authorized by Section 171.201(a)(2), Section 171.201(a)(3), 171.202(a)(4) and 171.354 for each entity.

Use additional forms (05-167) for Sections A and B as necessary.

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

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

Mail original to:
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P.O. Box 149348
Austin, TX 78714-9348

Texas Comptroller Official Use 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 87 wind turbine generators, for a total capacity of up to 200 megawatts (MW), dependent upon the final arrangements with the power purchaser. The current plan is to utilize 2.3MW turbines. The project will cover up to approximately 11,000 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 fourth quarter of 2013, and be completed before year-end 2014. In addition to the wind turbine generators, the Project will also include an operations and maintenance building (which will be jointly owned and shared with the Pattern Panhandle Wind LLC project), 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 up to approximately 6 permanent, full-time workers are anticipated for the plant management and operations and maintenance functions.

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

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

Checklist Item 5

All of the wind turbines, along with the Project operations and maintenance building and a portion of the project electrical collection system and access road network are expected to be located in the Panhandle ISD. Note that the operations and maintenance building is expected to be jointly owned and shared with the adjacent Pattern Panhandle Wind Power LLC ("Panhandle 1") Project.

Checklist Item 6

The qualified investment in Panhandle ISD is expected to include up to approximately 87 Siemens 2.3MW wind turbine generators (including 80 meter towers, nacelles, rotors with 108m rotor diameter, and reinforced concrete foundations), underground and overhead electric collection cables, access roads, an 80 meter tower for recording wind and weather information, and an operations and maintenance building of approximately 10,000 square feet. The O&M building will house replacement parts and equipment, maintenance supplies and the like, and will be jointly owned and shared with the Pattern Panhandle Wind LLC project.

Checklist Item 7

Confidential Map

Checklist Item 8

See Checklist Item 6

Checklist Item 9

Confidential Map

Checklist Item 10

Not Applicable

Checklist Item 11

Confidential Map

Checklist Item 12

There are no existing improvements

Checklist Item 13

The Project expects to create up to six qualifying jobs allocable to Panhandle ISD, as that term is defined in Section 313.021(3) of the Texas Tax Code. Section 313.025(f-1) of the Texas Tax Code permits a school district's board of trustees to make a finding that the job requirement could be waived if the job requirement exceeds industry standard for the number of employees reasonably necessary for the operation of the Facility of the property owner that is described in the Application.

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

Wind projects create a large number of part-time jobs during the construction phase, but require a small number of highly-skilled technicians to operate a wind project once construction is completed and commercial operations start. The permanent employees of a wind project maintain and service wind turbines, underground electrical connections, substations and other infrastructure associated with the safe and reliable operation of the Project. Based on its operating procedures, the Applicant typically staffs a wind farm in the ratio of one full-time employee for every 15 turbines, although this number can and does vary depending upon the turbine selected and the support and technical assistance offered by the turbine manufacturer. In addition to the onsite employees described above, there may be asset managers or technicians who supervise, monitor, and support wind project operations from offsite locations.

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

Checklist Item 14
Calculation of Wage Requirements

2012 Manufacturing Wages by Council of Government Region Wages for All Occupations

COG	Hourly	Annual
1. Panhandle Regional Planning Commission	$20.12	$41,850

$41,850 X 1.10 = $46,035.00

No Manufacturing Data Available

All Jobs – All Industries

Quarter	Year		Avg. Weekly Wages	Annualized
First	2013		$1,437	$74,724
Second	2012		$1,523	$79,196
Third	2012		$1,312	$68,224
Fourth	2012		$1,491	$77,532
			$1,441	$74,919
		X	110%	110%
			$1,584.83	$82,411.00

Quarterly Employment and Wages (QCEW)

Back

Page 1 of 1 (40 results/page)

Year	Period	Area	Ownership	Division	Level	Ind Code	Industry	Avg Weekly Wages
2013	1st Qtr	Carson County	Total All	00	0	10	Total, All Industries	$1,437

Quarterly Employment and Wages (QCEW)

Back

Page 1 of 1 (40 results/page)

Year	Period	Area	Ownership	Division	Level	Ind Code	Industry	Avg Weekly Wages
2012	2nd Qtr	Carson County	Total All	00	0	10	Total, All Industries	$1,523
2012	3rd Qtr	Carson County	Total All	00	0	10	Total, All Industries	$1,312
2012	4th Qtr	Carson County	Total All	00	0	10	Total, All Industries	$1,491

2012 Manufacturing Wages by Council of Government Region
Wages for All Occupations

COG	Wages Hourly	Wages Annual
Texas	**$23.56**	**$48,996**
1. Panhandle Regional Planning Commission	$20.12	$41,850
2. South Plains Association of Governments	$16.18	$33,662
3. NORTEX Regional Planning Commission	$17.83	$37,076
4. North Central Texas Council of Governments	$24.68	$51,333
5. Ark-Tex Council of Governments	$16.84	$35,032
6. East Texas Council of Governments	$19.61	$40,797
7. West Central Texas Council of Governments	$18.24	$37,941
8. Rio Grande Council of Governments	$16.17	$33,631
9. Permian Basin Regional Planning Commission	$21.93	$45,624
10. Concho Valley Council of Governments	$16.33	$33,956
11. Heart of Texas Council of Governments	$19.07	$39,670
12. Capital Area Council of Governments	$26.03	$54,146
13. Brazos Valley Council of Governments	$16.55	$34,424
14. Deep East Texas Council of Governments	$16.20	$33,698
15. South East Texas Regional Planning Commission	$29.38	$61,118
16. Houston-Galveston Area Council	$26.59	$55,317
17. Golden Crescent Regional Planning Commission	$21.03	$43,742
18. Alamo Area Council of Governments	$18.40	$38,280
19. South Texas Development Council	$13.54	$28,170
20. Coastal Bend Council of Governments	$22.97	$47,786
21. Lower Rio Grande Valley Development Council	$16.33	$33,961
22. Texoma Council of Governments	$22.57	$46,949
23. Central Texas Council of Governments	$17.16	$35,689
24. Middle Rio Grande Development Council	$18.93	$39,380

110% x $41,850 = $46,035

Source: Texas Occupational Employment and Wages
Data published: July 2013
Data published annually, next update will be July 31, 2014

Note: Data is not supported by the Bureau of Labor Statistics (BLS).
Wage data is produced from Texas OES data, and is not to be compared to BLS estimates.
Data intended for TAC 313 purposes only.

Checklist Item 15
Description of Employee Benefits

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

Checklist Item 16

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

Schedule A (Rev. January 2013): Investment

Applicant Name Pattern Panhandle Wind 2 LLC

ISD Name Panhandle Independent School District

Form 50-296

PROPERTY INVESTMENT AMOUNTS

(Estimated Investment in each year. Do not put cumulative totals.)

		Year	School Year (YYYY-YYYY)	Tax Year (Fill in actual tax year below) YYYY	Column A: Tangible Personal Property The amount of new investment (original cost) placed in service during this year	Column B: Building or permanent nonremovable component of building (annual amount only)	Column C: Sum of A and B Qualifying Investment (during the qualifying time period)	Column D: Other investment that is not qualified investment but investment affecting economic impact and total value	Column E: Total Investment (A+B+D)
The year preceding the first complete tax year of the qualifying time period (assuming no deferrals)	Investment made before filing complete application with district (neither qualified property nor eligible to become qualified investment)		2013-2014	2013	0	0		0	0
	Investment made after filing complete application with district, but before final board approval of application (eligible to become qualified property)				0	0		0	0
	Investment made after final board approval of application and before Jan. 1 of first complete tax year of qualifying time period (qualified investment and eligible to become qualified property)				0	0	0	0	$ -
	Complete tax years of qualifying time period	1	2014-2015	2014	$ 250,000,000	0	$ 250,000,000	0	$ 250,000,000
		2	2015-2016	2015	0	0	0	0	0
	Value Limitation Period	3	2016-2017	2016	0	0		0	0
Tax Credit Period (with 50% cap on credit)		4	2017-2018	2017	0	0		0	0
		5	2018-2019	2018	0	0		0	0
		6	2019-2020	2019	0	0		0	0
		7	2020-2021	2020	0	0		0	0
		8	2021-2022	2021	0	0		0	0
		9	2022-2023	2022	0	0		0	0
		10	2023-2004	2023	0	0		0	0
Credit Settle-Up Period	Continue to Maintain Viable Presence	11	2024-2025	2024	0	0		0	0
		12	2025-2026	2025	0	0		0	0
		13	2026-2027	2026	0	0		0	0
Post- Settle-Up Period		14	2027-2028	2027	0	0		0	0
Post- Settle-Up Period		15	2028-2029	2028	0	0		0	0

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

Column A: This represents the total dollar amount of planned investment in tangible personal property the applicant considers qualified investment - as defined in Tax Code §313.021(1)(A)-(D).
For the purposes of investment, please list amount invested each year, not cumulative totals.
[For the years outside the qualifying time period, this number should simply represent the planned investment in tangible personal property].
Include estimates of investment for "replacement" property-property that is part of original agreement but scheduled for probable replacement during limitation period.

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

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

Column D: Dollar value of other investment that may not be qualified investment but that may affect economic impact and total value-for planning, construction and operation of the facility.
The most significant example for many projects would be land. Other examples may be items such as professional services, etc.
Note: Land can be listed as part of investment during the "pre-year 1" time period. It cannot be part of qualifying investment.

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

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

Glen Hodges

SIGNATURE OF AUTHORIZED COMPANY REPRESENTATIVE

8-26-2013

DATE

Schedule B (Rev. January 2013): Estimated Market And Taxable Value

Applicant Name Pattern Panhandle Wind 2 LLC

ISD Name Panhandle Independent School District

Form 50-296

					Qualified Property			Reductions from Market Value	Estimated Taxable Value	
		Year	**School Year** (YYYY-YYYY)	**Tax Year** (Fill in actual tax year) YYYY	Estimated Market Value of Land	Estimated Total Market Value of new buildings or other new improvements	Estimated Total Market Value of tangible personal property in the new building or "in or on the new improvement"	**Exempted Value**	Final taxable value for I&S - after all reductions	Final taxable value for M&O--after all reductions
		pre- year 1	2013-2014	2013	$ -	$ -	$ -	$ -	$ -	$ -
	Complete tax years of qualifying time period	1	2014-2015	2014	$ -	$ -	$ -	$ -	$ -	$ -
		2	2015-2016	2015	$ -	$ -	$ 250,000,000	$ -	$ 250,000,000	$ 250,000,000
	Value Limitation Period	3	2016-2017	2016	$ -	$ -	$ 237,500,000	$ -	$ 237,500,000	$ 20,000,000
Tax Credit Period (with 50% cap on credit)		4	2017-2018	2017	$ -	$ -	$ 225,625,000	$ -	$ 225,625,000	$ 20,000,000
		5	2018-2019	2018	$ -	$ -	$ 214,343,750	$ -	$ 214,343,750	$ 20,000,000
		6	2019-2020	2019	$ -	$ -	$ 203,626,560	$ -	$ 203,626,560	$ 20,000,000
		7	2020-2021	2020	$ -	$ -	$ 193,445,230	$ -	$ 193,445,230	$ 20,000,000
		8	2021-2022	2021	$ -	$ -	$ 183,772,970	$ -	$ 183,772,970	$ 20,000,000
		9	2022-2023	2022	$ -	$ -	$ 174,584,320	$ -	$ 174,584,320	$ 20,000,000
		10	2023-2004	2023	$ -	$ -	$ 165,855,100	$ -	$ 165,855,100	$ 20,000,000
Credit Settle-Up Period	Continue to Maintain Viable Presence	11	2024-2025	2024	$ -	$ -	$ 157,562,350	$ -	$ 157,562,350	$ 157,562,350
		12	2025-2026	2025	$ -	$ -	$ 149,684,230	$ -	$ 149,684,230	$ 149,684,230
		13	2026-2027	2026	$ -	$ -	$ 142,200,020	$ -	$ 142,200,020	$ 142,200,020
Post- Settle-Up Period		14	2027-2028	2027	$ -	$ -	$ 135,090,020	$ -	$ 135,090,020	$ 135,090,020
Post- Settle-Up Period		15	2028-2029	2028	$ -	$ -	$ 128,335,520	$ -	$ 128,335,520	$ 128,335,520

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

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.

Colin Hodges

SIGNATURE OF AUTHORIZED COMPANY REPRESENTATIVE

8-26-2013

DATE

Schedule C- Application: Employment Information

Applicant Name: Pattern Panhandle Wind 2 LLC
ISD Name: Panhandle Independent School District

Form 50-296

					Construction		New Jobs		Qualifying Jobs	
		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	22,050 man hours	$52,000	0	$0	0	$0
	Complete tax years of qualifying time period	1	2014-2015	2014	66,150 man hours	$52,000	0	$0	0	$0
		2	2015-2016	2015			6	$46,035	6	$46,035
	Value Limitation Period	3	2016-2017	2016			6	$46,035	6	$46,035
Tax Credit Period (with 50% cap on credit)		4	2017-2018	2017			6	$46,035	6	$46,035
		5	2018-2019	2018			6	$46,035	6	$46,035
		6	2019-2020	2019			6	$46,035	6	$46,035
		7	2020-2021	2020			6	$46,035	6	$46,035
		8	2021-2022	2021			6	$46,035	6	$46,035
		9	2022-2023	2022			6	$46,035	6	$46,035
		10	2023-2004	2023			6	$46,035	6	$46,035
Credit Settle-Up Period	Continue to Maintain Viable Presence	11	2024-2025	2024			6	$46,035	6	$46,035
		12	2025-2026	2025			6	$46,035	6	$46,035
		13	2026-2027	2026			6	$46,035	6	$46,035
Post- Settle-Up Period		14	2027-2028	2027			6	$46,035	6	$46,035
Post- Settle-Up Period		15	2028-2029	2028			6	$46,035	6	$46,035

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.

Glen Hodges
SIGNATURE OF AUTHORIZED COMPANY REPRESENTATIVE

8-26-13
DATE

Schedule D: (Rev. January 2013): Other Tax Information

Applicant Name: Pattern Panhandle Wind 2 LLC

ISD Name: Panhandle Independent School District

Form 50-296

					Sales Tax Information		Franchise Tax	Other Property Tax Abatements Sought			
					Sales Taxable Expenditures		Franchise Tax	County	City	Hospital	Other
		Year	School Year (YYYY-YYYY)	Tax/ Calendar Year YYYY	**Column F:** Estimate of total annual expenditures* subject to state sales tax	**Column G:** Estimate of total annual expenditures* made in Texas NOT subject to sales tax	**Column H:** Estimate of Franchise tax due from (or attributable to) the applicant	Fill in percentage exemption requested or granted in each year of the Agreement	Fill in percentage exemption requested or granted in each year of the Agreement	Fill in percentage exemption requested or granted in each year of the Agreement	Fill in percentage exemption requested or granted in each year of the Agreement
The year preceding the first complete tax year of the qualifying time period (assuming no deferrals)			2013-2014	2013	$ 1,562,500	$ 10,937,500	-	-	-	-	-
	Complete tax years of qualifying time period	1	2014-2015	2014	$ 29,687,500	$ 207,812,500	$ -	0%	n/a	n/a	n/a
		2	2015-2016	2015	$ 80,000	$ 170,000	$ -	100%	n/a	n/a	n/a
	Value Limitation Period	3	2016-2017	2016	$ 80,000	$ 170,000	$ -	100%	n/a	n/a	n/a
Tax Credit Period (with 50% cap on credit)		4	2017-2018	2017	$ 80,000	$ 170,000	$ -	100%	n/a	n/a	n/a
		5	2018-2019	2018	$ 80,000	$ 170,000	$ -	100%	n/a	n/a	n/a
		6	2019-2020	2019	$ 80,000	$ 170,000	$ 72,000	100%	n/a	n/a	n/a
		7	2020-2021	2020	$ 80,000	$ 170,000	$ 210,000	100%	n/a	n/a	n/a
		8	2021-2022	2021	$ 80,000	$ 170,000	$ 210,000	100%	n/a	n/a	n/a
		9	2022-2023	2022	$ 80,000	$ 170,000	$ 209,000	100%	n/a	n/a	n/a
		10	2023-2004	2023	$ 80,000	$ 170,000	$ 208,000	100%	n/a	n/a	n/a
Credit Settle-Up Period	Continue to Maintain Viable Presence	11	2024-2025	2024	$ 80,000	$ 170,000	$ 202,000	100%	n/a	n/a	n/a
		12	2025-2026	2025	$ 80,000	$ 170,000	$ 189,000	0%	n/a	n/a	n/a
		13	2026-2027	2026	$ 80,000	$ 170,000	$ 188,000	0%	n/a	n/a	n/a
Post- Settle-Up Period		14	2027-2028	2027	$ 80,000	$ 170,000	$ 188,000	0%	n/a	n/a	n/a
Post- Settle-Up Period		15	2028-2029	2028	$ 80,000	$ 170,000	$ 188,000	0%	n/a	n/a	n/a

*For planning, construction and operation of the facility.

Ben Hodges

SIGNATURE OF AUTHORIZED COMPANY REPRESENTATIVE

8-26-13

DATE

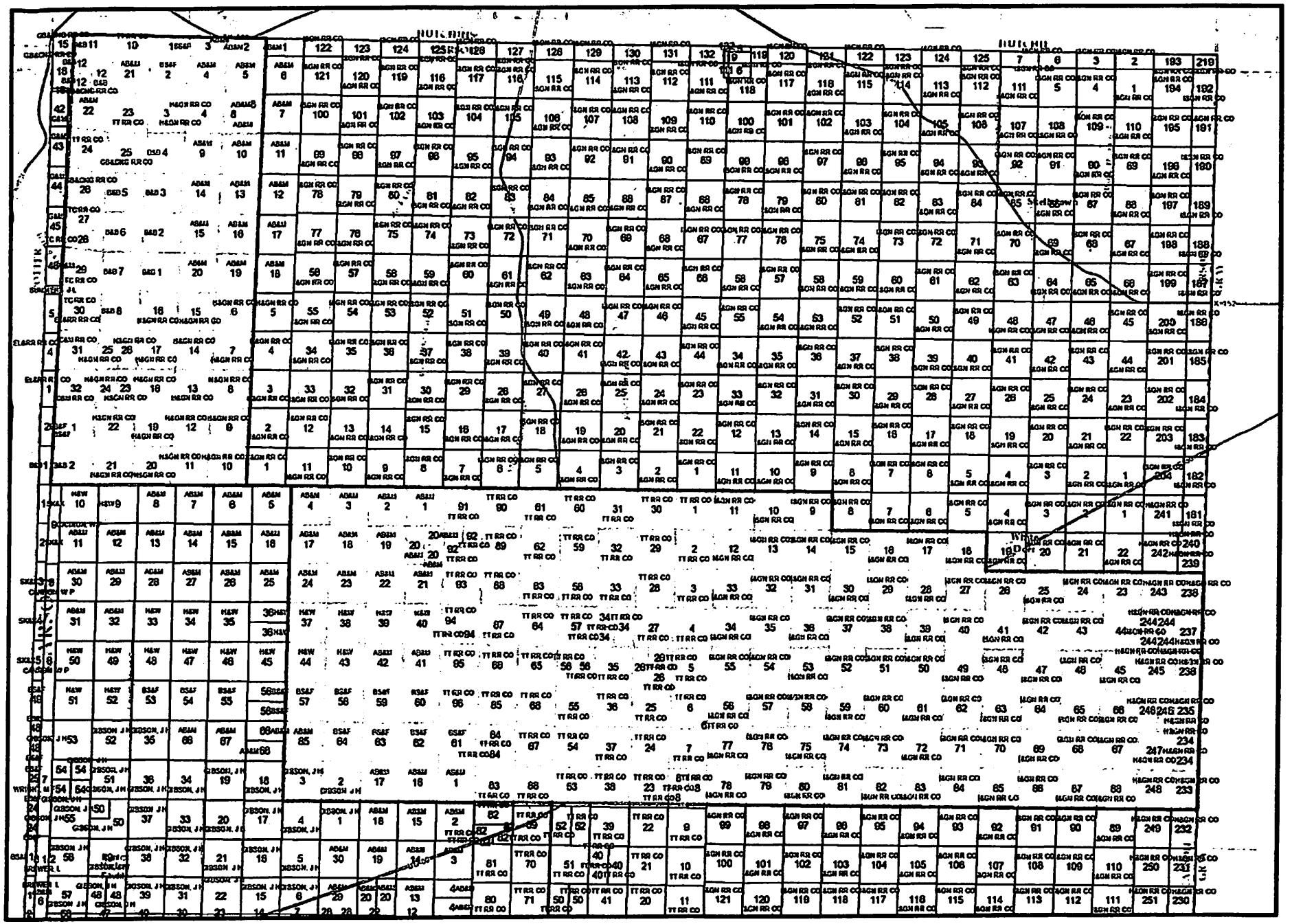
Checklist Item 21

Map of Reinvestment Zone

Exhibit B
Map of Carson County Reinvestment Zone 7

Pattern

Panhandle Wind Project



Checklist Item 22

Resolution Establishing Reinvestment Zone

RESOLUTION OF THE COMMISSIONERS
COURT OF CARSON COUNTY, TEXAS
DESIGNATING CARSON COUNTY REINVESTMENT ZONE 7

A RESOLUTION DESIGNATING A CERTAIN AREA AS A REINVESTMENT ZONE FOR A COMMERCIAL/INDUSTRIAL TAX ABATEMENT IN CARSON COUNTY, TEXAS, ESTABLISHING THE BOUNDARIES THEREOF, AND PROVIDING FOR AN EFFECTIVE DATE.

Whereas, the Commissioners Court of Carson County, Texas, desires to promote the development or redevelopment of a certain contiguous geographic area within its jurisdiction by the creation of a reinvestment zone as authorized by the Property Redevelopment and Tax Abatement Act, as amended (Texas Property Tax Code §312.001, *et seq.*), and the Guidelines and Criteria of the Commissioners Court of Carson County for Granting a Tax Abatement in Reinvestment Zone created in Carson County, Texas (the "Guidelines"); and

Whereas, on February 11, 2013, a hearing before the Commissioners Court of Carson County, Texas, was held, such date being at least seven (7) days after the date of publication of the notice of such public hearing in the local newspaper of general circulation in Carson County and the delivery of written notice to the respective presiding officers of each taxing entity that includes within its boundaries real property that is to be included in the proposed reinvestment zone; and

Whereas, the Commissioners Court of Carson County, Texas, at such public hearing invited any interested person to appear and speak for or against the creation of the reinvestment zone and whether all or part of the territory described should be included in the proposed reinvestment zone; and

Whereas, the proponents of the reinvestment zone offered evidence, both oral and documentary, in favor of all of the foregoing matters relating to the creation of the reinvestment zone and opponents, if any, of the reinvestment zone appeared to contest the creation of the reinvestment zone.

BE IT RESOLVED BY THE COMMISSIONERS COURT OF CARSON COUNTY, TEXAS:

Section 1. That the facts and recitations contained in the preamble of this Resolution are hereby found and declared to be true and correct.

Section 2. That the Commissioners Court of Carson County, Texas, after conducting such hearing and having heard such evidence and testimony, has made the following findings and determinations based on the evidence and testimony presented to it:

a. That the public hearing on adoption of the reinvestment zone has been properly called, held and conducted and that notice of such hearing has been published as required by law and mailed to the respective presiding officers of the governing bodies and all taxing units overlapping the territory inside the proposed reinvestment zone; and

b. That the boundaries of the reinvestment zone should be the area described in the attached Exhibit "A" and depicted in the map attached hereto as Exhibit "B", which are incorporated herein by reference for all purposes. In the event of discrepancy between the descriptions of Exhibit "A" and map in Exhibit "B", the map shall control; and

c. That the creation of the reinvestment zone will result in benefits to Carson County, Texas, and to the land included in the zone and that the improvements sought are feasible and practical; and

d. The reinvestment zone meets the criteria set forth in Texas Property Tax Code Chapter 312 for the creation of a reinvestment zone as set forth in the Property Redevelopment and Tax Abatement Act, as amended, and the Guidelines, in that it is reasonably likely as a result of the designation to contribute to the retention of expansion of primary employment or to attract investment in the zone that would be a benefit to the property and that would contribute to the economic development of Carson County, Texas, and that the entire tract of land is located entirely within an unincorporated area of Carson County, Texas.

SECTION 3. That pursuant to the Property Redevelopment and Tax Abatement Act, as amended, and the Guidelines, Carson County Commissioners Court hereby creates Carson County Reinvestment Zone 7, a reinvestment zone for commercial-industrial tax abatement encompassing only the area described in Exhibit "A" and depicted in Exhibit "B", and such reinvestment zone is hereby designated and shall hereafter be referred to a Carson County Reinvestment Zone 7.

SECTION 4. That Carson County Reinvestment Zone 7 shall take effect on February 11, 2013, and shall remain designated as a commercial-industrial reinvestment zone for a period of five (5) years from such date of designation, and may be renewed for an additional five (5) year period thereafter.

SECTION 5. That if any section, paragraph, clause or provision of this Resolution shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause or provision shall not affect any of the remaining provisions of this Resolution.

SECTION 6. That it is hereby found, determined and declared that a sufficient notice of the date, hour, place and subject of the meeting of the Carson County Commissioners

Court at which this Resolution was adopted was posted at a place conveniently and readily accessible at all times as required by the Texas Open Government Act, Texas Government Code, Chapter 551, as amended, and that a public hearing was held prior to the designation of such reinvestment zone and that proper notice of the hearing was published in the official newspaper of general circulation within the County, and furthermore, such notice was in fact delivered to the presiding officers of any affected taxing entity as prescribed by the Property Redevelopment and Tax Abatement Act.

PASSED, APPROVED AND ADOPTED on this the 11th day of February, 2013.

Luis Ponce
County Judge

Commissioner, Precinct 1

James Martin
Commissioner, Precinct 2

Michael Ramos
Commissioner, Precinct 3

Commissioner, Precinct 4

Celeste Bichsel
Celeste Bichsel, County Clerk

(County Seal)

Exhibit A
Legal Description of Carson County Reinvestment Zone 7

Carson County Reinvestment Zone 7 is comprised of the following parcels. In the event of discrepancy between this Exhibit A and the attached map in Exhibit B, the map in Exhibit B shall control.

Revised January 31, 2013

EXHIBIT A

PROPERTY DESCRIPTIONS

All of Sections 233, 234, 235, 236, 237, 238, 243, 244, 245, 246, 247 and 248, Block B2, H&GN RR Co. Survey, Carson County, Texas.

All of Sections 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 62, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, and 88, Block 7, I&GN RR Co. Survey, Carson County, Texas.

All of Sections 1, 2, 3, 4, 5, 6, 7, 8, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 53, 54, 55, 56, 57, 58, 59, 60, 61, 62, 63, 64, 65, 66, 67, 68, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, and 96, Block 2, TT RR Co. Survey, Carson County, Texas.

All of Sections 1, 2, 3, 4, 17, 18, 19, 20, 21, 22, 23, 24, 41, 42 and 65, Block T, AB&M Survey, Carson County, Texas.

All of Sections 37, 38, 39, 40, 43 and 44, Block T, H&W Survey, Carson County, Texas.

All of Sections 57, 58, 59, 60, 61, 62, 63, and 64, Block T, BS&F Survey, Carson County, Texas.

All of Sections 1, 16, and 17, Block 3, AB&M Survey, Carson County, Texas.

All of Sections 2 and 3, Block 4, J H Gibson Survey, Carson County, Texas.

All of Sections 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25 and 26, Block S, H&GN RR Co. Survey, Carson County, Texas.

All of Section 1, Block 1, BS&F Survey, Carson County, Texas.

All of Section 2, Block 1, B&B Survey, Carson County, Texas.

All of Sections 31 and 32, Block Y-2, C&M Ry. Co. Survey, Carson County, Texas.

All of Sections 1, 2, 3, 4, 5, 6, 7 and 8, Block 5, B&B Survey, Carson County, Texas.

All of Sections 11 and 12, Block Y-2, B&B Survey, Carson County, Texas.

All of Sections 10, 23 and 24, Block Y-2, TT RR Co. Survey, Carson County, Texas.

All of Sections 1 and 2, Block Y-2, BS&F Survey, Carson County, Texas.

All of Sections 2, 3, 4, 5, 8, 9, 10, 13, 14, 15, 16, 19 and 20, Block 3, AB&M Survey, Carson County, Texas.

All of Sections 21 and 22, Block Y-2, AB&M Survey, Carson County, Texas.

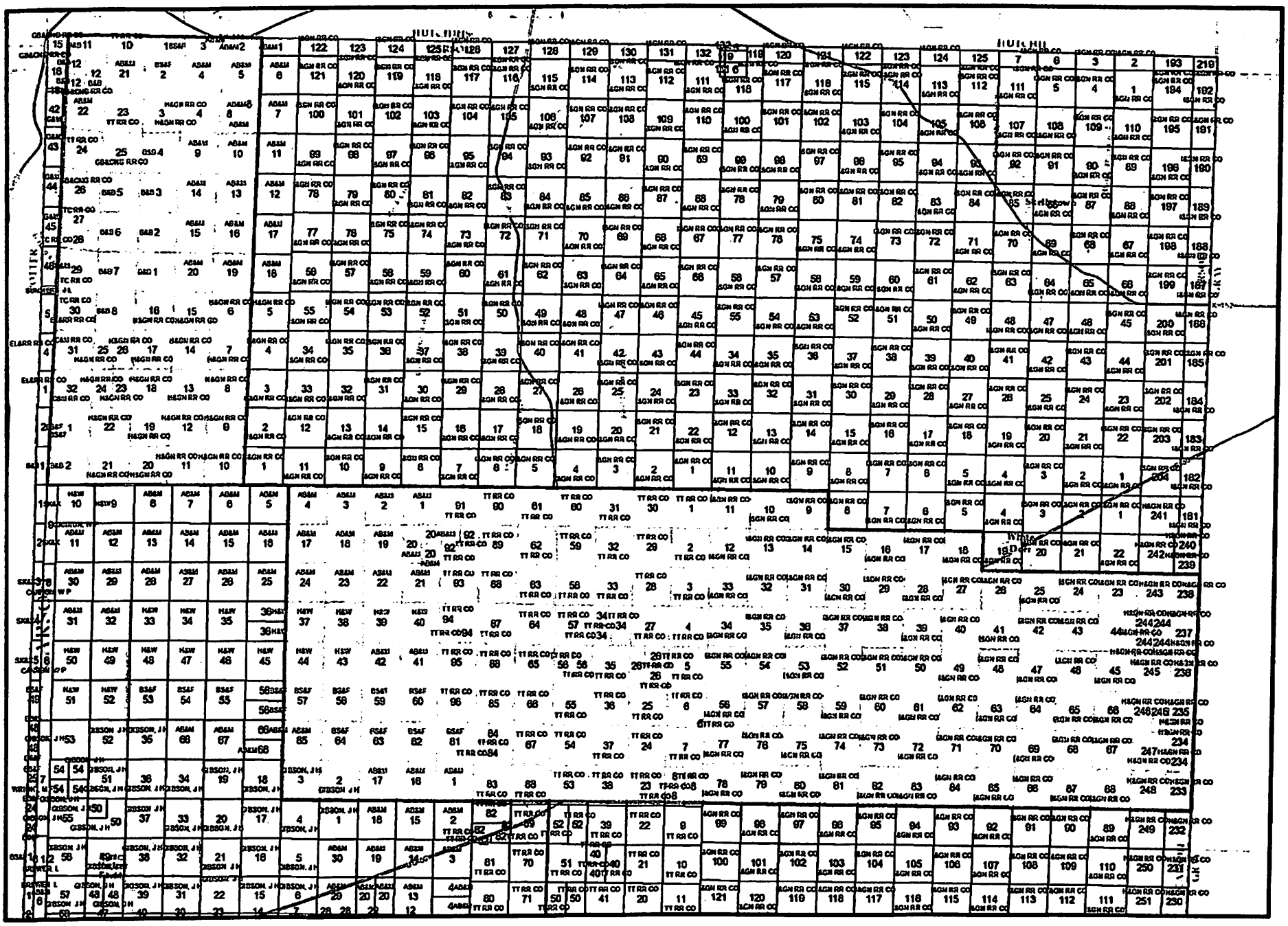
All of Sections 27, 28, 29 and 30, Block Y-2, TC Ry. Co. Survey, Carson County, Texas.

All of Sections 25 and 26, Block Y-2, CB & CNG Ry. Co. Survey, Carson County, Texas.

Exhibit B
Map of Carson County Reinvestment Zone 7

Pattern

Panhandle Wind Project



Checklist Item 23

Legal Description of Reinvestment Zone

Exhibit A
Legal Description of Carson County Reinvestment Zone 7

Carson County Reinvestment Zone 7 is comprised of the following parcels. In the event of discrepancy between this Exhibit A and the attached map in Exhibit B, the map in Exhibit B shall control.

Revised January 31, 2013

EXHIBIT A

PROPERTY DESCRIPTIONS

All of Sections 233, 234, 235, 236, 237, 238, 243, 244, 245, 246, 247 and 248, Block B2, H&GN RR Co. Survey, Carson County, Texas.

All of Sections 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 62, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, and 88, Block 7, I&GN RR Co. Survey, Carson County, Texas.

All of Sections 1, 2, 3, 4, 5, 6, 7, 8, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 53, 54, 55, 56, 57, 58, 59, 60, 61, 62, 63, 64, 65, 66, 67, 68, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, and 96, Block 2, TT RR Co. Survey, Carson County, Texas.

All of Sections 1, 2, 3, 4, 17, 18, 19, 20, 21, 22, 23, 24, 41, 42 and 65, Block T, AB&M Survey, Carson County, Texas.

All of Sections 37, 38, 39, 40, 43 and 44, Block T, H&W Survey, Carson County, Texas.

All of Sections 57, 58, 59, 60, 61, 62, 63, and 64, Block T, BS&F Survey, Carson County, Texas.

All of Sections 1, 16, and 17, Block 3, AB&M Survey, Carson County, Texas.

All of Sections 2 and 3, Block 4, J H Gibson Survey, Carson County, Texas.

All of Sections 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25 and 26, Block S, H&GN RR Co. Survey, Carson County, Texas.

All of Section 1, Block 1, BS&F Survey, Carson County, Texas.

All of Section 2, Block 1, B&B Survey, Carson County, Texas.

All of Sections 31 and 32, Block Y-2, C&M Ry. Co. Survey, Carson County, Texas.

All of Sections 1, 2, 3, 4, 5, 6, 7 and 8, Block 5, B&B Survey, Carson County, Texas.

All of Sections 11 and 12, Block Y-2, B&B Survey, Carson County, Texas.

All of Sections 10, 23 and 24, Block Y-2, TT RR Co. Survey, Carson County, Texas.

All of Sections 1 and 2, Block Y-2, BS&F Survey, Carson County, Texas.

All of Sections 2, 3, 4, 5, 8, 9, 10, 13, 14, 15, 16, 19 and 20, Block 3, AB&M Survey, Carson County, Texas.

All of Sections 21 and 22, Block Y-2, AB&M Survey, Carson County, Texas.

All of Sections 27, 28, 29 and 30, Block Y-2, TC Ry. Co. Survey, Carson County, Texas.

All of Sections 25 and 26, Block Y-2, CB & CNG Ry. Co. Survey, Carson County, Texas.

Checklist Item 24

Reinvestment Zone Guidelines

IN THE CARSON COUNTY COMMISSIONERS COURT

CARSON COUNTY, TEXAS

A RESOLUTION
EXPRESSING THE INTENT OF THE COUNTY TO PARTICIPATE IN TAX ABATEMENT AGREEMENTS AND ESTABLISHING GUIDELINES FOR SUCH AGREEMENTS

Pursuant to Chapter 312 of the Texas Tax Code, Carson County may consider an application for tax abatement, designate a reinvestment zone and enter into a tax abatement agreement in accordance with these Guidelines and Criteria. It is the express intent of the Carson County Commissioners Court to promote economic development, but not at the expense of the County's natural resources or services provided to the general public. No application submitted under the following schedule deemed to have a substantially adverse effect on natural resources in the County or on County infrastructure (including roads and bridges) will be approved, unless the applicant can demonstrate just cause for such an exception.

I. Abatement Application Procedure

A. Who May Apply. Any present or potential owner of taxable real property or interest in real property in Carson County may submit an application for tax abatement conforming to the requirements herein.

B. Eligible Improvements. Improvements eligible for abatement are limited to alternative and renewable energy and power facilities. Alternative or renewable energy and power facilities are the buildings and structures including fixed machinery and equipment used to produce electric power from a renewable or non-depletable power source.

C. Eligible Property. Abatement may be granted for the following property: new, expanded or modernized buildings and structures, fixed machinery and equipment; site improvements; other tangible items necessary to the operation and administration of the project or facility; and all other real and tangible personal property permitted by Chapter 312 of the Texas Tax Code. Taxes on real property may be abated only to the extent the property=s value for a given year exceeds its value for the year in which the agreement is executed. Tangible personal property located on the real property at any time before the period covered by the agreement is not eligible for abatement. Tangible personal property eligible for abatement shall not include inventory or supplies.

Property in a reinvestment zone that is owned or leased by a member of the County Commissioners Court is excluded from property tax abatement.

D. Application Provisions. The application shall consist of a completed Carson County Tax Abatement Application Form, which shall contain the following:

(1) information showing how the project meets the requirements of the criteria outlined in Section II below;

(2) a map and description of the property;

(3) a time schedule for completing the planned improvements;

(4) the estimated taxable value or range of values of the project or facility; and

(5) basic financial information about the applicant sufficient to enable evaluation of the application=s financial capacity.

E. Procedure for Consideration of Application. The procedure for consideration by the County of a Tax Abatement Application is as follows:

(1) An applicant may request a Tax Abatement Application form from the County Clerk or County Attorney.

(2) After an applicant completes the Tax Abatement Application, the application must provide a copy to each member of the Carson County Commissioner=s Court and the County Clerk and the County Attorney.

(3) The Commissioners Court shall issue a determination at any time before the expiration of sixty (60) days from the date of receipt of the application regarding how to proceed with the application. The Commissioners Court shall choose either to deny the application, consider the application or consider the application on an expedited basis.

a. *Denial of Application.* If the Commissioners Court chooses to deny the application, it shall make a finding by majority vote at a regularly scheduled meeting that, after balancing the criteria described below in Section II, it is the judgment of the Commissioners Court that the

application should be denied.

b. *Consideration of Application.* If the County determines that the application should be further considered, the Commissioners Court must hold a public hearing to obtain public input on the application. Not later than the seventh (7th) day before the date of the hearing, notice of the hearing must be (1) delivered in writing to the presiding officer of each taxing unit that includes in its boundaries real property that is to be included in the proposed reinvestment zone, and (2) published in a newspaper of general circulation in the County. At the hearing, the Commissioners Court evaluates the application against the criteria in Section II and decides by majority vote whether to designate the property for which the abatement is sought as a reinvestment zone. If the reinvestment zone is not designated, the application fails, although it may be amended and resubmitted. If the reinvestment zone is designated, the Commissioners Court shall pass an order to that effect. An order designating an area as a reinvestment zone is valid for five (5) years from the date of designation. Once the area is designated as a reinvestment zone, the Commissioners Court may then arrange to consider for approval of the tax abatement agreement between the applicant and the County at its next regularly scheduled meeting. At least seven days prior to entering into a tax abatement agreement, the County must give written notice of its intent to do so to the presiding officer of each taxing unit that includes in its boundaries real property that is to be included in the proposed reinvestment zone, along with a copy of the proposed tax abatement agreement. At the regularly scheduled meeting, the

Commissioners Court may finally vote by simple majority to enter into the tax abatement agreement, or to decline. An approved tax abatement agreement may be executed in the same manner as other contracts made by the County. A tax abatement agreement that is declined by the County may be amended and resubmitted to the County.

c. Expedited Consideration of Application. If the County determines that the application should receive an expedited consideration, the Commissioners Court may combine the steps described in the preceding paragraph into a single, regularly scheduled meeting of the Commissioners Court, provided the County meets the procedural prerequisites for each step.

F. Confidentiality. As required by Chapter 312.003 of the Texas Tax Code, information that is provided to Carson County in connection with an application or request for tax abatement under this chapter and that described the specific processes or business activities to be conducted or the equipment or other property to be located on the property for which tax abatement is sought is confidential and not subject to public disclosure until the tax abatement agreement is executed.

G. Effect of Error or Variance with Application Procedure. Except where not allowed by state law, the County may waive application procedures or grant procedural variances as they deem appropriate.

II. Criteria for Designating a Reinvestment

Zone and Evaluating Tax Abatement Agreement

A. Minimum Requirements. To be designated a reinvestment zone, County Commissioners must find by majority vote that the designation would contribute to the retention or expansion of primary employment or would attract major investment in the zone that would be a benefit to the property and that would contribute to the economic development of the County.

B. Criteria. In determining whether to designate a reinvestment zone and whether to enter into a tax abatement agreement, the Commissioners Court shall consider the following factors, among others determined appropriate by the Court:

(1) the current value of land and existing improvements, if any;

(2) the type, value and purpose of proposed improvements, if any;

(3) the productive life of proposed improvements;

(4) the impact of proposed improvements and any other proposed expenditures on existing jobs;

(5) the number and type of new jobs, of any, to be created by proposed improvements and expenditures;

(6) any costs to be incurred by Carson County, if any, to provide facilities or services directly resulting from the new improvements;

(7) the types and values of public improvements, if any, to be made by applicant seeking abatement;

(8) an estimate of the amount of ad valorem property taxes to be paid to Carson County after expiration of the abatement agreement;

(9) the impact on the business opportunities of existing businesses and the attraction

of new businesses to the area; if any;

(10) the overall compatibility with the zoning ordinances and comprehensive plan, if any, for the area;

(11) whether the applicant's proposed facility or improvement or modernization is an industry which is new to Carson County;

(12) the impact upon County infrastructure including roads, bridges and the use of County services; and

(13) the impact upon depletion of natural resources of the County.

III. Format for Tax Abatement Agreement

A. Required Provisions. If the Carson County Commissioners Court designates a reinvestment zone, it may consider and execute a tax abatement agreement with the owner of the designated property as outlined above. Any tax abatement agreement shall include at least the following provisions:

(1) the kind, number and location of all proposed improvements of the property;

(2) provisions allowing for reasonable access to the property for initial and intermittent inspection purposes by County employees or designated representatives to ensure improvements are made in compliance with the agreement;

(3) provisions limiting the use of the property consistent with the general purpose of encouraging development or redevelopment of the area during the period of the abatement;

(4) provisions for recapturing property tax revenue lost as a result of the agreement if the owner of the property fails to make the improvements or repairs as provided

in the agreement;

(5) each term agreed to by the recipient of the abatement;

(6) a requirement that the abatement recipient certify its compliance with the agreement annually to each taxing unit that is a party to the agreement; and

(7) provisions allowing the County to cancel or modify the agreement if the recipient fails to comply with the agreement.

B. Optional Provisions. The tax abatement agreement may also contain any or all of the following items, in addition to any others deemed appropriate by the contracting parties:

(1) the estimated taxable value or range of values for which taxes are to be abated;

(2) the percent of value to be abated each year;

(3) the commencement and termination dates of the abatement;

(4) the proposed use of the property;

(5) a time schedule, map and property designation;

(6) contractual obligations in the event of default or violation of terms or conditions;

(7) the size of investment and number of temporary and permanent jobs involved, if any;

(8) provisions for dispute resolution.

C. Duration and Portion of Abatement. A tax abatement agreement granted by Carson County shall be up to but not exceeding ten (10) years in duration and up to but not exceeding 100 percent (100%) in portion of ad valorem property taxes abated. At any time before the expiration of the agreement, the parties may agree to modify the agreement or to delete provisions that were not necessary to the original agreement.

The same procedural prerequisites for approval of the original agreement apply to modification of the agreement.

D. Time Limit. Such agreement shall be executed with thirty (30) days after the passage of the resolution approving the agreement, unless the County and the applicant mutually agree otherwise.

IV. General Provisions

These guidelines and criteria in no way require the County to enter into any specific tax abatement agreement. The County maintains the discretion to reject any application for tax abatement as it deems appropriate.

V. Sunset and Amendment of Guidelines and Criteria

These guidelines and criteria are effective upon the date of their adoption and will remain in force for two (2) years, unless amended by a three-fourths (3/4) vote of the Carson County Commissioners Court.

UNANIMOUSLY ADOPTED the 14th day of January, 2013.

Lewis Powers

County Judge

ATTEST:

Celeste Bichsel

County Clerk

by: Gayla Cates

Deputy