

AUDIE SCIUMBATO Licensed in Texas and New Mexico Phone: 806.364.2626 Fax: 806.364.9368 www.uwlaw.com Audie.Sciumbato@uwlaw.com ADDRESS: 145 W. 3rd Street Hereford, Texas MAILING ADDRESS: P.O. Box 1655 Hereford, TX 79045

June 18, 2013

Jenny Hicks Economic Development and Analysis Division Texas Comptroller of Public Accounts 111 E. 17th St. Austin, TX 78774 Via Email and Federal Express

Re: 313 Application – Panhandle Pattern Wind 2, LLC

Dear Jenny:

Enclosed please find an application for appraised value limitation on qualified property submitted to Panhandle ISD by Panhandle Pattern Wind 2, LLC on June 5, 2013, along with the applicant's request to treat certain materials as "CONFIDENTIAL." The confidential material has been separated from the application (by tab in the notebook and a separate PDF in electronic form). A CD containing these documents is also enclosed.

The Panhandle ISD Board elected to accept the application on June 5, 2013. The application was determined to be complete on June 17, 2013. We ask that the Comptroller's Office prepare the economic impact report for this development.

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

Sincerely,

Audie Sciumbato, PhD

Enclosures GV13ZK0Z0D1J0U cc: Chief Appraiser, Carson County Appraisal District Glen Hodges, Pattern Energy, LP



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 Blair	Last Name Brown		
Title Superintendent			
School District Name Panhandle Independent School District			
Street Address 106 West 9th St			
Mailing Address PO Box 1030			
^{City} Panhandle	State Texas	ZIP 79068	
Phone Number (806)537-3568	Fax Number (806)537-5553		
Mobile Number (optional)	E-mail Address blair.brown@region16.n	et	
I authorize the consultant to provide and obtain information related to this	application	🗹 Yes	🛛 No
Will consultant be primary contact?		🗹 Yes	🛛 No

Form 50-296 Application for Appraised Value Limitation on Qualified Property

SCHOOL DISTRICT INFORMATION - CERTIFICATION OF APPLICATION (CONTINUED)

Authorized School District Consultant (If Applicable)

First Name	Last Name Sciumbat	to
Title		
Associate Attorney		
Firm Name		
Underwood Law Firm		
Street Address		
145 W. 3rd		
Mailing Address		
^{city} Hereford	State Texas	^{ZIP} 79045
Phone Number 806 364 2626	Fax Number 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		
MitoVan	6-5-13		
Has the district determined this application complete?	🗹 Yes 🛛 No		
If yes, date determined complete.			

Have you completed the school finance documents required by TAC 9.1054(c)(3)? Version 2 Yes Version 2 No

	Checklist	Page X of 16	Check Completed
1	Date application received by the ISD	1 of 16	1
2	Certification page signed and dated by authorized school district representative	2 of 16	1
3	Date application deemed complete by ISD	2 of 16	1
4	Certification pages signed and dated by applicant or authorized business representative of applicant	4 of 16	1
5	Completed company checklist	12 of 16	1
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	1

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	
MA-III was Antoine an	

Mailing Address

city Houston	state Texas	ZIP 77002	
Phone Number 512 789 2879	Fax Number 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?			🖌 No

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

First Name	Last Name		
This reality	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)

ïrst Name	Last Name	
ītle		
īrm Name		
Street Address		
Aailing Address		
	5.	
Sity	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 14 -5-2013 GIVEN under my hand and seal of office this 5th day of June 0 1 . TAMMY L. BIRDSONG Notary Public, State o Notary Public, State of Texas My Commission Expires September 14, 2014 (Notary Seal) 9142014 My commission expires

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

FEES AND PAYMENTS

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

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

Please answer only either A OR B:

- A. Will any "payments to the school district" that you may make in order to receive a property tax value limitation agreement result in payments that are not in compliance with Tax Code, 313.027(i)?....
- B. If "payments to the school district" will only be determined by a formula or methodology without a specific amount being specified, could such method result in "payments to the school district" that are not in compliance with Tax Code §313.027(i)?... 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)	
NAICS code 221119 (other electric power generation)	
Is the applicant a party to any other Chapter 313 agreements?	🛛 No

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

APPLICANT BUSINESS STRUCTURE	
Registered to do business in Texas with the Texas Secretary of State?	🛛 No
Identify business organization of applicant (corporation, limited liability corporation, etc.)	
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 If so, please attach documentation of the combined group membership and contact information.	🛛 No
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	🗹 No
(2) research and development	🖌 No
(3) a clean coal project, as defined by Section 5.001, Water Code Value of the section of	🛛 No
(4) an advanced clean energy project, as defined by Section 382.003, Health and Safety Code	🗹 No
(5) renewable energy electric generation	🛛 No
(6) electric power generation using integrated gasification combined cycle technology	🖌 No
(7) nuclear electric power generation 🖵 Yes	🗹 No
(8) a computer center that is used as an integral part or as a necessary auxiliary part for the activity conducted by applicant in one or more activities described by Subdivisions (1) through (7)	🖌 No
Are you requesting that any of the land be classified as qualified investment?	🖌 No
Will any of the proposed qualified investment be leased under a capitalized lease?	🖌 No
Will any of the proposed qualified investment be leased under an operating lease?	🖌 No
Are you including property that is owned by a person other than the applicant?	🖌 No
Will any property be pooled or proposed to be pooled with property owned by the applicant in determining the amount of your qualified investment? Yes	🛛 No

PROJECT DESCRIPTION

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

See Checklist Item 4 on attachment

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

See Checklist item 4 on attachment

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 Sept. 30, 2013		Begin Hiring New Employees June 30, 2014	
Construction Complete Sept. 30, 2014		Fully Operational October 1, 2014	
Purchase Machinery & Equipment			
start date (date your application is f	building or to erect or affix a new imp inally determined to be complete)? nat time may not be considered quali		
When do you anticipate the new bu	ildings or improvements will be place	d in service? October 1, 20)14

ECONOMIC INCENTIVES

Identify state programs the project will apply for:	
State Source	Amount
<u>N/A</u>	
Total	
Will other incentives be offered by local units of government?	🗹 Yes
Please use the following box for additional details regarding incentives. (Use attachments if necess	sary.)

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 locate	_{ed} Carson
Central Appraisal District (CAD) that will be responsible for appraising	g the property Carson CAD
Will this CAD be acting on behalf of another CAD to appraise this prop	operty?
List all taxing entities that have jurisdiction for the property and the po	ortion of project within each entity
County: Carson (100%)	NA
(Name and percent of project)	(Name and percent of project)
Hospital District: NA (Name and percent of project)	Water District: Panhandle Groundwater Conservation District (100%) (Name and percent of project)
Other (describe): Panhandle ISD (100%) (Name and percent of project)	Other (describe):
Is the project located entirely within this ISD?	

🔲 No

INVESTMENT

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

At the time of application, what is the estimated minimum qualified investment required for this school district? <u>\$20 million</u>

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

What is your total estimated *qualified* investment? up to \$250 million

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? September 15, 2013

What is the anticipated date of the beginning of the qualifying time period?	September 15, 2013	
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What is the total estimated investment for this project for the period from the time of application submission to the end of the limitation period? up to \$250 million

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?	2 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 f	first time:	
(1) in or on the new building or other new improvement for which you are applying? \ldots	Z 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?	Z Yes	🗖 No
(3) on the same parcel of land as the building for which you are applying for an appraised value limitation?	Z 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?	Z Yes	🗖 No
Does the investment in tangible personal property meet the requirements of Tax Code §313.021(1)?	Z Yes	🗖 No
If the proposed investment includes a building or a permanent, non-removable component of a building, does it house tangible personal property?	Z 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?	; 🗖 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? \Box Yes	i 🗹 No
Will the project be on leased land?	s 🗖 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?..... Attach a description of any existing improvements and include existing appraisal district account numbers. 2012 List current market value of existing property at site as of most recent tax year. (Market Value) (Tax Year) **Y**es Is any of the existing property subject to a value limitation agreement under Tax Code 313? 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?..... 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: Fourth Quarter of 2013 First Quarter Second Quarter Third Quarter (vear) What were the number of permanent jobs (more than 1.600 hours a year) this applicant had in Texas during the most recent guarter reported to the TWC? 0

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

Total number of new jobs that will have been created when fully operational <u>up to 6</u> 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 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 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? <u>6</u>

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 r the 110% calculation. Include documentation from TWC Web site. The final actual s job — which may differ slightly from this estimate — will be based on information application review start date (date of a completed application). See TAC §9.1051(7).	statutory minimum annual wage requirement for the applicant for each qualifying from the four quarterly periods for which data were available at the time of the
110% of the county average weekly wage for all jobs (all industries) in the county	y is \$1,569.70
110% of the county average weekly wage for manufacturing jobs in the county is	
110% of the county average weekly wage for manufacturing jobs in the region is	
Please identify which Tax Code section you are using to estimate the wage standard	
□§313.021(5)(A) or □§313.021(5)(B) or □§313.021(3)(E)(ii), or □§313	3.051(b)?
What is the estimated minimum required annual wage for each qualifying job based on the qualified property?	\$44,215.60
What is the estimated minimum required annual wage you are committing to pay for each of the qualifying jobs you create on the qualified property?	000
Will 80% of all new jobs created by the owner be qualifying jobs as defined by 313.	021(3)?
Will each qualifying job require at least 1,600 of work a year?	
Will any of the qualifying jobs be jobs transferred from one area of the state to anot	ther? 🖵 Yes 🛛 No

See Checklist item 15 on attachment

Does the applicant or contractor of the applicant offer to pay at least 80% of the employee's health insurance

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

Will any of the qualifying jobs be retained jobs?.....

premium for each qualifying job?

ECONOMIC IMPACT

If yes, what percent? _67%

Is an Economic Impact Analysis attached (If supplied by other than the Comptroller's office)?	🗹 No
Is Schedule A completed and signed for all years and attached?	🗖 No
Is Schedule B completed and signed for all years and attached?	🗖 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?	🗅 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.

🖌 No

V No

CONFIDENTIALITY NOTICE

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

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

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

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

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

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

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

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

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

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

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

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

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

APPLICANT INFORMATION - CERTIFICATION OF APPLICATION (CONTINUED)

Authorized Company Consultant (If Applicable)

irst Name	Last Name	
itle		
īrm Name		
Street Address		
Aailing Address		
		Law
lity	State	ZIP
any and a second se		
Phone Number	Fax Number	

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 14 -5-2013 GIVEN under my hand and seal of office this 5 day of June Budso TAMMY L. BIRDSONG Notary Public, State lotary Public, State of Texas My Commission Expires September 14, 2014 (Notary Seal) 9-14-2014 My commission expires

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

Proof of payment of filing fee received by the Comptroller of Public Accounts per TAC Rule §9.1054 (b)(5)

(Page Inserted by Office of Texas Comptroller of Public Accounts)

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TX2012 Ver. 3.1	05-158-A	Texas	Franchise	Tax Repo	rt - Page 1		
VCI 0,1	(Rev.9-11/6)				- - -		
	■Tcode 13250 AM	NNUAL					
Taxpayer n			Report year	Dued			riod covered by this report
32039 Taxpayer Nam	702439		2012	11 11/	15/2012	01/01/20	12 -12/31/2012 Secretary of State file number
Mailing addres	111110101 0100	<u> </u>					or Comptroller file number
PIER 1, E	BAY 3						0801133349
City		State	Cou	untry	ZIP Coo	le Plus 4	Check box if the
SAN FRANC	CISCO this is a combined report	CA	ţ	JSA	94111		address has changed
		Check box if Total Tiered Partnership	Revenue is adju Election, see ins				
Check box if t	this is a Corporation or Limited Lia					Corporation or Limit	ed Liability Company
**If not twelve	e months, see instructions for ann						
Accounting		Accountin		m d d	<u>y y</u>	SIC code	NAICS code
begin date**		end date		3111			221100
REVENUE	(Whole dollars only)			V222			
	receipts or sales			•			30684006 00
2. Divide	nds		2.				4454242 .00
3. Interes	st		3				1920361 .00
4. Rents	(can be negative amount)		4.	-			0.00
5. Royalti 6. Gains/	ies losses (can be negative amou	n f)	5.	-			0.00
o. Gainsii	IUSSES (can be negative amou	nt)	6.				0.00
7. Other i	income (can be negative amou	int)	7.				120462067.00
8. Total g	gross revenue (Add items 1	thru 7)	8.				157520676 .00
9. Exclus	ions from gross revenue	(see instructions)	9. 🔳				65722892 .00
10. TOTAL	(item 8 minus i less than zero,		10. 🔳				91797784 .00
	GOODS SOLD (Whole dollars						51151104
	f goods sold		11. 🔳				19965015 .00
12. Indirec (Limited I	t or administrative overl to 4%)	lead costs	12.				45608 .00
13. Other	(see instructions)		13. ∎				0.00
-	COST OF GOODS SOLD	(Add items 11 thru 13)	14. 🔳				20010623 .00
	ATION (Whole dollars only)		15.				0 .00
is. wages	and cash compensation	I	15.				0.00
16. Employ	yee benefits		16. 🔳				0 .00
17. Other	(see instructions)		17. 🔳				0 .00
18. TOTAL	COMPENSATION (Add its	ems 15 thru 17)	18. 🔳				0 . 00
1012200				oller Officia	I IIso Only	1000	0.00
-		Tex			rose only		
	(1911) II. V(1) Kalensis II. Isaaliina Kuus Kalensia		a an		000.00	VE/DE	
			FUT FUT FUT FUT			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 LI	2
MARGIN (Whole dollars only)							
19. Revenue (item 10 X 70%)	19. 🔳						64258449 .0(
20. Revenue (item 10 minus item 14 COGS)	20. 🔳						71787161 .0(
21. Revenue (item 10 minus item 18 Compensation)	21. 🛤						91797784 .0(
22. MARGIN (Enter the lowest amount from item 19, 20 or 21)	22. 🔳						64258449 .0(
APPORTIONMENT FACTOR							
23. Gross receipts in Texas (Whole dollars only)	23. 🔳						2044700 .0(
24. Gross receipts everywhere (Whole dollars only)	24.						91797784 .0(
25. APPORTIONMENT FACTOR (Divide item 23 by i	tem 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 .0(
27. Allowable deductions (see instructions)	27.						0.0
28. TAXABLE MARGIN (item 26 minus item 27)	28.						1432963 .00
TAX DUE 29. Tax rate (see instructions for determining the appropria	te tax rate)			хх	Х	29.	0.0100
30. Tax due (Mulliply item 28 by the tax rate in item 29) (Dollars a	nd cents) 3	30.					14329.63
TAX ADJUSTMENTS (Dollars and cents) (Do not includ	e prior payments	5)					
31. Tax credits (item 23 from Form 05-160)	3	81. 🔳					0.00
32. Tax due before discount (item 30 minus item 31)	3	32. ∎					14329.63
33. Discount (see instructions, applicable to report years 2008 arr	d 2009) 3	33. 🔳					0.00
TOTAL TAX DUE (Dollars and cents)							
34. TOTAL TAX DUE (item 32 minus item 33)	3	34. 🔳					14329.63
Do not include payment if item 34 is less than \$1, makes a liered partnership elec					170 if makin	g a payment.	
Print or type name					Are	a code and phone n	
ECIL LILLYBECK	is true and correc	ct to the b	est of my knowled	ae and helig	4	415 283 4 Mail ori	ginal to:
sign		Date				Texas Comptrolle	r of Public Accounts x 149348
here			14/12				78714-9348
If you have any questions regarding franchise tax, you		ie Texas C	omptroller's field				(512) 463-4600.
Instructions for each report	the second se		Official Use		forms/05-for	ms.html.	CALCULATION OF
					1	VE/DE	
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Ver. 3.0

05-102

(Rev.9-11/30)

Texas Franchise Tax Public Information Report

■ Tcode 13196 ■ Taxpaver number		Repor	t vear	1/			. cr2	500 C-			da
1					e certain rights (request, and cor	•					
11342124333 Taxpayer name		2	012	Contact u	s at (800) 252-13	81or (512) 46	3-4600.				_
G3 ENERGY, LLC						10.000			F1 61		
Mailing address PIER 1, BAY 3							tary of Sta stroller file			UTID	er or
City SAN FRANCISCO	State CA		9	PCode 94111	Plus 4		00345	-			_
X Check box if there are currently no o	changes from previous	year; if no infor	mation is di	splayed, comp	plete the applicat	ole information	n in Sectio	ins A, B	and Ç.		
Principal office PIER 1, BAY 3 SAN	FRANCISCO.	CA 941	111			-16					
Principal place of business	FRANCISCO,										
Please sign below! Officer, direc Report is con report. There officers, direc	tor and member inform npleted. The informat e is no requirement or ctors, or members cha	mation is repo ion is updated procedure fo nge througho	orted as of t d annually a r suppleme out the year	as part of the i nting the info	franchise tax		113	4212	4333	12	
SECTION A Name, title and mailing a Name	address of each office	Title	member.		Director	1	лı	m d	d	у	y
					YES	Term	-	-		-	-
PATTERN RENEWABLES	LP	MEMBE City	R		-	expiration State	-	710	Code	_	_
PIER 1, BAY 3		SAN F	RANCI	SCO	1	CA		94	4111		_
Name		Title			Director	Term expiration	m 1	m d	d	У	У
Mailing address		City			1	State		ZIP	Code		
Name		Title			Director	1	m	m d	đ	Y	Y
					YES	Term expiration					
Mailing address		City				State		ZIP	Code		
SECTION B Enter the information re-	quired for each corpo	oration or LLC	C, if any, in	which this e	ntity owns an i	nterest of 10	percent	or mc	re.		-
Name of owned (subsidiary) corporation CHOLLA WIND ENERGY		mpany	State of fo DE	ormation	Texas S0	DS file numbe	r, if any P	ercent	age of (owne 5	rship
Name of owned (subsidiary) corporation		mpany	State of fo	ormation	Texas S0	OS file numbe	r, if any P	ercent	age of o	owne	ship
SECTION C Enter the information re- liability company.	quired for each corpo	oration or LLC	C, if any, th	at owns an ir	nterest of 10 p	ercent or mo	re in this	entity	orlim	ited	
Name of owned (parent) corporation or	limited liability compa	any	State of fe	ormation	Texas S0	DS file numbe	r, if any P	ercent	age of (owne	ship
Registered agent and registered office c Agent: CORPORATION SER			ou need to n	nake changes)		box if you ne gistered ager			1000	forma	ation
^{Office:} 211 E. 7TH STRE	ET SUITE 6	20	C	ity AUSTIN		St	tate 'X		ZIP Cod 787	le 0 1	
The above information is required by Section for Sections A, B, and C, If necessary. The infor	171.203 of the Tax Code f	for each corpora	tion or limite		bany that files a Te						_
I declare that the information in this documer											
been mailed to each person named in this rep	ort who is an officer, dire	Tit		not currently en	Date	r a related, corp	Area co				
here 58			Treasur	rue	1114	12	1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1		3 4		
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Texas Franchise Tax Public Information Report

Tcode 13196	Repoi	rt year	You have	e certain rights (under Chapter 552 and .	559, Government Code,
32037567727	2	2012			rect information we have 81or (512) 463-4600.	ve on file about you.
Taxpayer name MAJESTIC WIND POWER 2 LLC						
Mailing address PIER 1, BAY 3					Secretary of Sta Comptroller file	ate (SOS) file number o
SAN FRANCISCO			IP Code 94111	Plus 4	0801006	
X Check box if there are currently no changes from previou	is year; if no info			plete the applicat	ole information in Sectio	ns A, B and C.
Principal office	C7 047	1 1 1				
PIER 1, BAY 3 SAN FRANCISCO						
PIÉR 1, BAY 3 SAN FRANCISCO,			he date a Pu	blic Information		
Please sign below! Report is completed. The inform report. There is no requirement officers, directors, or members cl	ation is update or procedure fo	d annually a r suppleme	as part of the inting the infi	franchise tax		3756772712
SECTION A Name, title and mailing address of each off		r member.		Director	1	m d d y y
Name	Title			Director YES	Term	m d d y y
PATTERN RENEWABLES LP	MEMBE	R		- 103	expiration	IZID Code
Mailing address PIER 1, BAY 3	SAN F	RANCI	SCO		State CA	ZIP Code 94111
Name	Title			Director YES	Term expiration	mddyy
Mailing address	City				State	ZIP Code
Name	Title			Director YES	m Term expiration	m d d y y
Mailing address	City			-	State	ZIP Code
SECTION B Enter the information required for each cor	moration or LU	C if any in	which this e	ntity owns an i	nterest of 10 percent	or more.
Name of owned (subsidiary) corporation or limited liability c		State of fo				ercentage of ownershi
Name of owned (subsidiary) corporation or limited liability o	ompany	State of fe	ormation	Texas SO	OS file number, if any P	ercentage of ownershi
SECTION C Enter the information required for each cor liability company.	poration or LL(C, if any, th	at owns an i	nterest of 10 p	ercent or more in this	entity or limited
Name of owned (parent) corporation or limited liability com	pany	State of fo	ormation	Texas So	OS file number, if any P	ercentage of ownershi
Registered agent and registered office currently on file. <i>(see</i> Agent: CORPORATION SERVICE COMP.		ou need to n	nake changes		box if you need forms gistered agent or regis	tered office informatio
Office: 211 E. 7TH STREET SUITE	620	C	ity AUSTIN		State TX	ZIP Code 78701
The above information is required by Section 171.203 of the Tax Cod for Sections A, B, and C, if necessary. The information will be available			ed liability com	pany that files a Te	exas Franchise Tax Report.	Use additional sheets
declare that the information in this document and any attachments seen mailed to each person named in this report who is an officer, d						
sign	Tit	le		Date	Area co	de and phone number
nere succession	7	Remsup	cr	Illighz	. 415	283 4000
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Texas Franchise Tax Public Information Report

Tcode 13196	Rep	ort year	You have	e restain richts	under Chanter 55'	2 and 559, Government Code,
32034712607		2012	to review,	, request, and co	rrect information	we have on file about you.
Taxpayer name		2012	Contact L	rs at (800) 252-1:	381or (512) 463-46	x00.
NÁVARRO GENERATING LLC Mailing address					Secretary	of State (SOS) file number of
PIER 1, BAY 3 City State		17	IP Code	Plus 4	Comptro	ller file number
SÁN FRANCISCO CA		9	94111	_		937623
X Check box if there are currently no changes from previou	s year; if no infi	ormation is d	isplayed, com	plete the applicat	ble information in	Sections A, B and C.
Principal office PIER 1, BAY 3 SAN FRANCISCO,	CA 94	111				
Principal place of business PIER 1, BAY 3 SAN FRANCISCO,						
Please sign below! Please sign below! Please sign below! Conficer, director and member inform report. There is no requirement of officers, directors, or members ch	ormation is rep ation is update or procedure f	ed annually a for suppleme	as part of the inting the info	franchise tax		3203471260712
SECTION A Name, title and mailing address of each offi	-					
Name	Title			Director		mmd d y y
PATTERN TRANSMISSION LP	MEMBI	ER		YES	Term expiration	
Mailing address	City	DDANGT	0.00	1	State	ZIP Code
PIER 1, BAY 3 Name	Title	FRANCI	SCU	Director	CA	94111 mmddyy
				YES	Term expiration	
Mailing address	City				State	ZIP Code
Name	Title			Director		m m d d y y
				- YES	Term -	
Mailing address	City				expiration	ZIP Code
SECTION B Enter the information required for each corr	poration or L	C if any in	which this o	ntitu owos an i	nterest of 10 per	rcent or more
Name of owned (subsidiary) corporation or limited liability c		State of fe				any Percentage of ownershi
Name of owned (subsidiary) corporation or limited liability of		State of fe	armation			any Percentage of ownershi
name of owned (subsidiary) corporation of infilted liability c	эттрану	3000010		liexas s	oo nie number, ir	any recentage of ownership
SECTION C Enter the information required for each corr liability company.	poration or Ll	LC, if any, th	at owns an ii	nterest of 10 p	ercent or more i	n this entity or limited
Name of owned (parent) corporation or limited liability com	pany	State of fo	ormation	Texas S0	OS file number, if	any Percentage of ownership
Registered agent and registered office currently on file. (see	Instautions II	you poord to p	naka chancor	Chack	box if you need	forms to shange
Agent: CORPORATION SERVICE COMPA		you need to h	iune chunges,			r registered office information
Office: 211 E. 7TH STREET SUITE (520	C	ity AUSTIN		State TX	ZIP Code 78701
The above information is required by Section 171.203 of the Tax Code for Sections A, B, and C, If necessary. The information will be available	e for each corpo	pration or limite		pany that files a Te		
declare that the information in this document and any attachments	is true and corre	ect to the best		-		1.
been mailed to each person named in this report who is an officer, di		er and who is t itle	not currently er	nployed by this, o Date		tion or limited liability company. rea code and phone number
sign) bsu—		Transus		11/14/12		415 283 4000
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Ver, 3.0 05-102 (Rev.9-11/30)

Texas Franchise Tax Public Information Report

■ Tcode 13196 ■ Taxpayer number	Repor	tve⊋r	Mar Lana		- I. Charter (CC)	
		-		-	rect information we h	f 559, Government Code, ave on file about you.
32025738983	2	012	Contact us	at (800) 252-13	81or (512) 463-4600.	
axpayer name PATTERN PANHANDLE WIND LLC						
Mailing address PIER 1, BAY 3					Secretary of S Comptroller fi	tate (SOS) file number or ile number
ity State State CA			Code 111	Plus 4	080076	
Check box if there are currently no changes from previou	us year; if no infor	mation is disp	layed, compl	ete the applicab	le information in Secti	ons A, B and C.
rincipal office	07 0/1	11				
PIER 1, BAY 3 SAN FRANCISCO rincipal place of business PIER 1, BAY 3 SAN FRANCISCO						
Officer, director and member inf Report is completed. The inform report. There is no requirement officers, directors, or members c	ation is updated or procedure for hange througho	l annually as supplement ut the year.	part of the fi	ranchise tax.	320)2573898312
ECTION A Name, title and mailing address of each off		member.		Diroctor	1	
lame	Title			Director	Term	m d d y y
PATTERN RENEWABLES LP	MEMBE	R		YES	expiration	
Mailing address PIER 1, BAY 3	City CON F	RANCIS	CO		State CA	ZIP Code 94111
PIER 1, BAY 3 Name	Title	KANCI 5		Director YES	Term expiration	m d d y y
Aailing address	City				State	ZIP Code
lame	Title			Director YES	m Term expiration	m d d y y
Aailing address	City				State	ZIP Code
ECTION B Enter the information required for each co	poration or LLC	, if any, in w	hich this en	tity owns an ir	terest of 10 percen	t or more.
lame of owned (subsidiary) corporation or limited liability of	company	State of for	nation	Texas SC	IS file number, if any	Percentage of ownership
lame of owned (subsidiary) corporation or limited liability o	company	State of for	nation	Texas SC	IS file number, if any	Percentage of ownership
ECTION C Enter the information required for each con liability company.	poration or LLC	, if any, that	owns an in	terest of 10 pe	ercent or more in th	is entity or limited
lame of owned (parent) corporation or limited liability com	ipany	State of for	mation	Texas SC	05 file number, if any	Percentage of ownership
legistered agent and registered office currently on file. (see Agent: CORPORATION SERVICE COMP		ou need to ma	ke changes;		box if you need form gistered agent or reg	ns to change istered office information
ffice: 211 E. 7TH STREET SUITE	620	Cit	y USTIN		State TX	ZIP Code 78701
he above information is required by Section 171-203 of the Tax Coc or Sections A, B, and C, if necessary. The information will be available	le for each corpora	tion or limited		any that files a Te		
declare that the information in this document and any attachment	s is true and correc	t to the best of				
een mailed to each person named in this report who is an officer, d	iréctor or member		t currently em	Date		ode and phone number
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(Rev.9-11/30)

Texas Franchise Tax Public Information Report

■ Tcode 13196 ■ Taxpayer number	E Ron	ort year			t ct , or		
		oncycan		-		2 and 559, Government we have on file about yi	
32017899256		2012			81or (512) 463-46	•	
Taxpayer name SAND HILLS WIND POWER LLC							
Mailing address PIER 1, BAY 3						of State (SOS) file num	nber of
City State SAN FRANCISCO CA			IP Code 94111	Plus 4		ller file number 524645	
X Check box if there are currently no changes from prev	ious year; if no inf			olete the applicat			
Principal office							
PIÈR 1, BAY 3 SAN FRANCISC Principal place of business PIER 1, BAY 3 SAN FRANCISC		-					
Officer, director and member Report is completed. The info report. There is no requirement officers, directors, or members	rmation is updat nt or procedure l	ed annually for suppleme	as part of the inting the info	franchise tax		3201789925612	2
SECTION A Name, title and mailing address of each o		or member.		Director			
Name	Title			Director	Term -	mmd d	у у
PATTERN RENEWABLES LP	MEMB	ER		- YES	expiration		
Mailing address PIER 1, BAY 3	SAN	FRANCI	SCO		State	ZIP Code 94111	
Name	Title	14 14 01		Director YES	Term -		у у
Nailing address	City				State	ZIP Code	
Name	Title			Director YES	Term	mmd d	у у У
Mailing address	City				State	ZIP Code	
SECTION B Enter the information required for each of	ornoration or l	IC if any in	which this e	ntity owns an ir	terest of 10 per	rent or more	
Name of owned (subsidiary) corporation or limited liabilit		State of f				any Percentage of ow	nershi
lame of owned (subsidiary) corporation or limited liabilit	y company	State of f	ormation	Texas SC)S file number, if	any Percentage of ow	nershi
ECTION C Enter the information required for each c liability company.	orporation or L	LC, if any, th	at owns an ir	nterest of 10 pe	ercent or more i	n this entity or limite	d
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Registered agent and registered office currently on file. (s Agent: CORPORATION SERVICE COM	ee instructions if PANY	you need to n	nake changes,			forms to change registered office infor	matio
Office: 211 E. 7TH STREET SUITE	620	C	ity AUSTIN		State TX	ZIP Code 78701	
he above information is required by Section 171.203 of the Tax C pr Sections A, B, and C, if necessary. The information will be availa	ode for each corpo	oration or limite		pany that files a Te			
declare that the information in this document and any attachme	nts is true and corr	ect to the best					
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Texas Franchise Tax Public Information Report

Tcode 13196	E Repr	ort year	Vauhaw	o costaio vichte	under Chanter 55) ar	nd 559, Government Code,
				-		have on file about you.
32039155034	_	2012	Contactu	is at (800) 252-1	381or (512) 463-4600.	
Taxpayer name TEXAS GULF WIND 2 LLC						
Mailing address PIER 1, BAY 3					Secretary of Comptroller	State (SOS) file number or file number
City SAN FRANCISCO C	əte A		IP Code 94111	Plus 4	080110	
X Check box if there are currently no changes from pr	evious year; if no info	ormation is di	isplayed, com	plete the applica	able information in Sec	tions A, B and C,
Principal office PIER 1, BAY 3 SAN FRANCIS Principal place of business						
PIER 1, BAY 3 SAN FRANCIS Officer, director and member Report is completed. The in report. There is no requiren officers, directors, or memb	er information is rep Iformation is update nent or procedure fo	ported as of t ed annually a or suppleme	as part of the inting the infi	franchise tax.		03915503412
SECTION A Name, title and mailing address of each		or member.		Disaster		
Name	Title			Director YES	Term	m d d y y
PATTERN RENEWABLES LP	and the second se	MEMBER			expiration	1710 5
Mailing address PIER 1, BAY 3	City SAN F	RANCI	SCO		State CA	ZIP Code 94111
Name	Title			Director YES	Term expiration	m d d y y
Mailing address	City				State	ZIP Code
lame	Title			Director YES	m Term expiration	m d d y y
Aailing address	City				State	ZIP Code
ECTION B Enter the information required for each	h corporation or LL	C if any in	which this e	ntity owns an	interest of 10 percer	
lame of owned (subsidiary) corporation or limited liab		State of fe				Percentage of ownership
lame of owned (subsidiary) corporation or limited liab	ility company	State of fe	ormation	Texas	5OS file number, if any	Percentage of ownership
ECTION C Enter the Information required for each liability company.	n corporation or LL	.C, if any, th	at owns an i	nterest of 10	percent or more in th	nis entity or limited
lame of owned (parent) corporation or limited liability	company	State of fe	ormation	Texas !	6OS file number, if any	Percentage of ownership
Registered agent and registered office currently on file. Agent: CORPORATION SERVICE CO	. (see instructions if y MPANY				egistered agent or re-	gistered office information
Office: 211 E. 7TH STREET SUIT	'E 620	C	ity AUSTIN		State TX	ZIP Code 78701
he above information is required by Section 171.203 of the Ta or Sections A, B, and C, if necessary. The information will be av-		ration or limite		pany that files a 1	lexas Franchise Tax Repo	ort. Use additional sheets
declare that the information in this document and any attach been mailed to each person named in this report who is an offi	ments is true and corre	ect to the best				
agen marted to each person named in this report who is an off		tie	not currently e	Date	Area	code and phone number
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MMMIII Mart's, Martis, Pratte Phale P		- B- B M *		11		

Ver. 3.0

Texas Franchise Tax Public Information Report

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

■ Tcode 13196 ■ Taxpayer number	Rept	ut vear	Vankan		under Chapter	552 and 55	0 Covernment Code
Тахраустнопост				-	•		9, Government Code. on file about you.
32041601041		2012	Contact L	s at (800) 252-1	381or (512) 463	4600.	
Taxpayer name PATTERN OPERATORS LP							
Mailing address PIER 1, BAY 3				1		ary of State troller file n	e (SOS) file number o jumber
SAN FRANCISCO			PCode 4111	Plus 4		12537	
Check box if there are currently no changes from previo	us year; if no info	ormation is di	splayed, com	plete the applica	ble information	in Sections	A, B and Ç.
rincipal office PIER 1, BAY 3 SAN FRANCISCO	, CA 94	111					
rincipal place of business PIER 1, BAY 3 SAN FRANCISCO							
Officer, director and member in Report is completed. The information report. There is no requirement officers, directors, or members of	nation is update or procedure fo hange through	ed annually a or suppleme lout the year	is part of the nting the info	franchise tax		32041	160104112
ECTION A Name, title and mailing address of each of lame	ficer, director o	or member.		Director		m m	d d y
IGINE	THE		141	YES	Term		,
PATTERN ENERGY GROUP LP		MEMBER		- 123	expiration		True of t
Aailing address PIER 1, BAY 3	SAN H	RANCI	SCO		State CA		ZIP Code 94111
lame	Title			Director YES	Term expiration	m m	d đy
Nailing address	City				State		ZIP Code
Jame	Title			Director YES	Term expiration	m m	ddy.
Aailing address	City				State		ZIP Code
ECTION B Enter the information required for each co	rporation or LL	C if any in	which this e	ntity owns an	interest of 10	nercent o	r more.
lame of owned (subsidiary) corporation or limited liability		State of fo					centage of ownersh
lame of owned (subsidiary) corporation or limited liability	company	State of fo	ormation	Texas S	OS file number	, if any Per	centage of ownersh
ECTION C Enter the information required for each co liability company.	rporation or LL	.C, if any, th	at owns an i	nterest of 10 p	percent or mor	e in this e	ntity or limited
lame of owned (parent) corporation or limited liability cor	npany	State of fo	ormation	Texas S	OS file numbe	; if any Per	centage of ownersh
legistered agent and registered office currently on file. (se Agent: CORPORATION SERVICE COME		you need to n	nake changes	i — Cheo — the r	k box if you ne egistered agen		red office informatio
Office: 211 E. 7TH STREET SUITE	620	C	lity AUSTIN		Sta	ate X	ZIP Code 78701
he above information is required by Section 171.203 of the Tax Co or Sections A, B, and C, if necessary. The information will be availab	de for each corpo	ration or limite		pany that files a 1			
declare that the information in this document and any attachmen	s is true and corre	ect to the best					
een mailed to each person named in this report who is an officer, a		er and who is i itle	tot currentiy e	Date	or a related, corpo		and phone numbe
ere BSU		TREASUR	5 2	11/14/12			283 4000
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Texas Franchise Tax Public Information Report

Tcode 13196 Taxpayer number	🔳 Rep	ort year	You have	certain rights (ınder Chapter	552 and 55	9, Governme	ent Code,
270279717		2012		request, and cor s at (800) 252-13			on file abour	t you.
Taxpayer name PATTERN GULF WIND EQUITY L	-	2012	contact o.	5 01 (000) 252 15	0101(572)405	4000.		
Mailing address PIER 1, BAY 3							(SOS) file n	umber or
City State			IP Code	Plus 4	Comp	troller file n	umber	
SAN FRANCISCO CA Check box if there are currently no changes from prev			94111 lisplayed comp	lete the applicat	le information		ABandC	
Principal office			ispisyed, comp	nete the apprecia		r in Sections	1000100	
PIER 1, BAY 3 SAN FRANCISC Principal place of business	0, CA 94	111						a na ann an an an an an an an
PIER 1, BAY 3 SAN FRANCISC	O, CA 94	.111						
Officer, director and member Report is completed. The info report. There is no requireme officers, directors, or member	prmation is updat int or procedure l	ted annually for suppleme	as part of the f enting the info	franchise tax		02702	2797170	12
SECTION A Name, title and mailing address of each		or member.		L Diservice				
Name	Title			Director	Term	m m	d d	у у
PATTERN ENERGY GROUP LP	MEMB	ER		YES	expiration		THE COLOR	
Mailing address PIER 1, BAY 3	SAN	FRANCI	SCO		State CA		ZIP Code 94111	
Name	Title			Director YES	Term	m m	d d	у у
Mailing address	City				State		ZIP Code	
Name	Title			Director	Term	m m	d d	у у У
	City				expiration State		ZIP Code	
Mailing address	City			_	Janace		Ell Code	
SECTION B Enter the information required for each of						-		
Name of owned (subsidiary) corporation or limited liabili PATTERN GULF WIND HOLDINGS		State of f	ormation		DS file numbe		4	8.46%
Name of owned (subsidiary) corporation or limited liabili	ty company	State of f	ormation	Texas SC	05 file numbe	r, if any Per	centage of (ownership
SECTION C Enter the information required for each of liability company.	corporation or L	LC, if any, th	nat owns an ir	nterest of 10 p	ercent or mo	re in this ei	ntity or limi	ited
Name of owned (parent) corporation or limited liability co	ompany	State of f	ormation	Texas SC	OS file numbe	r, if any Per	centage of a	ownership
Registered agent and registered office currently on file. (Agent: CORPORATION SERVICE COM	see instructions if IPANY	you need to r	make changes)		box if you ne gistered agen			formation
Office: 211 E. 7TH STREET SUITE	620	1	City AUSTIN		St T	ate 'X	ZIP Cod 787	le 01
The above information is required by Section 171.203 of the Tax G	Code for each corpo	pration or limit		pany that files a Te				
for Sections A, B, and C, if necessary. The information will be avail declare that the information in this document and any attachmo			t of my knowled	ge and belief, as o	f the date below	w, and that a	copy of this r	eport has
been mailed to each person named in this report who is an office	r, director or memb	per and who is		nployed by this, o		oration or lin	nited liability	company.
here	Т	TROASUS	2 - 22	Date MIH/I	7		and phone	
	Turne Come				- Jun-	110	200 10	~~
	Texas Comp	croller Of	nciarose u	only	and the second second			
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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

		2. Affiliate	taxpayer number (if none, use FEI number)	■ 3. Affiliate NAICS code		
PATTERN ENERGY GROUP LP		3203	9702439	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 010111	■7. Affiliate reporting end date m m d d y y 123111		
8. Gross receipts subject to through	wback in other states (before elimination	ons)	9. Gross receipts everywhere (before elimi	nations) 61753531 .0		
10. Gross receipts in Texas (before)	pre eliminations)	0.00	11. Cost of goods sold or compensation (b			
	57150	02 .00		0.0		
Check box if this is a Corporation	on or Limited Liability Company	Chec	k box if this is an Entity other than a Corporat	tion or Limited Liability Company		
1. Legal name of affiliate		2. Affiliate	e taxpayer number (# none, use FEI number)	■ 3. Affiliate NAICS code		
PATTERN ENERGY GROUP HOLD	INGS LP	3203	9702397	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 010111.	■7. Affiliate reporting end date m m d d y $y123111$		
		1		retionel		
	wback in other states (before elimination)	ons) 0 .00	9. Gross receipts everywhere (before elimin	36050 .0		
 8. Gross receipts subject to throw 10. Gross receipts in Texas (before) 			 9. Gross receipts everywhere (before elimination in the second sec	36050 .0		
	pre eliminations)	0 .00 0 .00		36050 .0 efore eliminations)		
■ 10. Gross receipts in Texas (befo	pre eliminations)	0 .00	■11. Cost of goods sold or compensation (b	36050 .0 efore eliminations)		
■ 10. Gross receipts in Texas (befo Check box if this is a Corporatio	pre eliminations)	0 .00	■11. Cost of goods sold or compensation (b k box if this is an Entity other than a Corporat	36050 .0 efore eliminations) 0 .0 tion or Limited Liability Company		
10. Gross receipts in Texas (before Check box if this is a Corporation 1. Legal name of affiliate	pre eliminations)	0 .00	11. Cost of goods sold or compensation (b k box if this is an Entity other than a Corporat taxpayer number (if none, use FEI number)	36050 .0 efore eliminations) ion or Limited Liability Company		
 10. Gross receipts in Texas (before the construction of the construction	on or Limited Liability Company	0 .00	 11. Cost of goods sold or compensation (bits is an Entity other than a Corporate taxpayer number (if none, use FEI number) 2124333 6. Affiliate reporting begin date 	36050 .0 efore eliminations) 0 .0 ition or Limited Liability Company 		
 10. Gross receipts in Texas (before the construction of the construction	on or Limited Liability Company	0 .00 0 .00 Chec 11342	 11. Cost of goods sold or compensation (b) k box if this is an Entity other than a Corporate taxpayer number (if none, use FEI number) 2124333 6. Affiliate reporting begin date m m d d y y 	36050 .0 efore eliminations) 0 .0 ition or Limited Liability Company 3. Affiliate NAICS code 221100 7. Affiliate reporting end date m m d d y y 123111		
 10. Gross receipts in Texas (before the construction of the construction	on or Limited Liability Company 5. Check box if this affiliate does NOT have NEXUS in Texas	0 .00 0 .00 Chec 11342	 11. Cost of goods sold or compensation (b) k box if this is an Entity other than a Corporate taxpayer number (if none, use FEI number) 2124333 6. Affiliate reporting begin date m m d d y y 010111 	36050 .0 efore eliminations) 0 .0 ion or Limited Liability Company 3. Affiliate NAICS code 221100 7. Affiliate reporting end date m m d d y y 123111 nations)		
 10. Gross receipts in Texas (before the construction of the construction	on or Limited Liability Company 5. Check box if this affiliate does NOT have NEXUS in Texas wback in other states (before elimination)	0 .00 0 .00 Chec 11342 0.00	 11. Cost of goods sold or compensation (b) k box if this is an Entity other than a Corporate taxpayer number (if none, use FEI number) 2124333 6. Affiliate reporting begin date m m d d y y 010111 	36050 .0 efore eliminations) ion or Limited Liability Company .3. Affiliate NAICS code .221100 .7. Affiliate reporting end date m m d d y y .123111 nations) 0.0 efore eliminations)		
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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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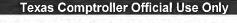
TX2012 05-166 Ver. 3.1 (Rev.9-11/4)

Tcode 13253 ANNUAL

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

	■ 2. Afi	filiate taxpayer number (if none, use FEI number)	■ 3 Affiliate NAICS code
MAJESTIC WIND POWER 2 LLC	32	037567727	221100
4. Check box if entity is	5. Check box if this affiliate does	6. Affiliate reporting begin date	7. Affiliate reporting end date
disregarded for franchise tax	NOT have NEXUS in Texas	mm dd y y	m m d d y y
		010111	123111
8. Gross receipts subject to throw	back in other states (before eliminations)	■ 9. Gross receipts everywhere (before elimi	nations)
10. Gross receipts in Texas (before		■ 11. Cost of goods sold or compensation (b	
	0.0		0.0
Check box if this is a Corporation 1. Legal name of affiliate		Check box if this is an Entity other than a Corporat filiate taxpayer number <i>(if none, use FEI number)</i>	ion or Limited Liability Company
NAVARRO GENERATING LLC	320	034712607	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 throwt	back in other states (before eliminations)	 9. Gross receipts everywhere (before elimin 	o .0
= 10. Orace receipts in Taylor (hofe r		= 11. Cost of goods cold or compensation (b	afara aliminations)
10, Gross receipts in Texas (before	e eliminations)	■11. Cost of goods sold or compensation (b	efore eliminations)
10. Gross receipts in Texas (before Check box if this is a Corporation	0.0		0.0
	or Limited Liability Company	0	0 0 10 ion or Limited Liability Company
Check box if this is a Corporation	or Limited Liability Company	D Check box if this is an Entity other than a Corporat	ion or Limited Liability Company
Check box if this is a Corporation	or Limited Liability Company	D Check box if this is an Entity other than a Corporat filiate taxpayer number (<i>if none, use FEI number</i>)	0 0 10 ion or Limited Liability Company
Check box if this is a Corporation . Legal name of affiliate <u>PATTERN PANHANDLE WIND LLC</u> 4. Check box if entity is	or Limited Liability Company	Check box if this is an Entity other than a Corporat filiate taxpayer number <i>(if none, use FEI number)</i> 025738983 a 6. Affiliate reporting begin date	0.0 ion or Limited Liability Company
Check box if this is a Corporation Legal name of affiliate PATTERN PANHANDLE WIND LLC 4. Check box if entity is disregarded for franchise tax	or Limited Liability Company 2. Aft 2. Aft 32(5. Check box if this affiliate does NOT have NEXUS in Texas Dack in other states (before eliminations)	Check box if this is an Entity other than a Corporat filiate taxpayer number (<i>if none, use FEI number</i>) 025738983 6. Affiliate reporting begin date m m d d y y 010111 9. Gross receipts everywhere (before elimin	0.0 ion or Limited Liability Company 3. Affiliate NAICS code 221100 7. Affiliate reporting end date m m d d y y 123111 hations)
Check box if this is a Corporation Legal name of affiliate PATTERN PANHANDLE WIND LLC 4. Check box if entity is disregarded for franchise tax	or Limited Liability Company	Check box if this is an Entity other than a Corporat filiate taxpayer number (<i>if none, use FEI number</i>) 025738983 6. Affiliate reporting begin date m m d d y y 010111 9. Gross receipts everywhere (before elimin	0.0 ion or Limited Liability Company
Check box if this is a Corporation Legal name of affiliate PATTERN PANHANDLE WIND LLC 4. Check box if entity is disregarded for franchise tax	or Limited Liability Company 2. Aff 2. Aff 32(5. Check box if this affiliate does NOT have NEXUS in Texas Dack in other states (before eliminations) 0.00	Check box if this is an Entity other than a Corporat Filiate taxpayer number (if none, use FEI number) 025738983 6. Affiliate reporting begin date m m d d y y 010111 9. Gross receipts everywhere (before elimination) 11. Cost of goods sold or compensation (but	0.0 ion or Limited Liability Company 3. Affiliate NAICS code 221100 7. Affiliate reporting end date m m d d y y 123111 hations) 0.0

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



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Texas Franchise Tax Affiliate Schedule

TX2012 05-166

Reporting entity taxpayer number	Report year	Reporting entity taxpayer name	
32039702439	2012	PATTERN ENERGY GROUP LP	
Reporting entity must be i	ncluded on Affiliate Schedule, Affiliat	e reporting period dates must be within comb	pined group's accounting period date
Legal name of affiliate	■2. /	Affiliate taxpayer number (if none, use FEI number)	■ 3. Affiliate NAICS code
SAND HILLS WIND POWER LLC	32	2017899256	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 throw	back in other states (<i>before eliminations</i>)	 9. Gross receipts everywhere (before elimi 00 	nations) O
10. Gross receipts in Texas (before		■ 11. Cost of goods sold or compensation (b	
	0.0		0 .
Check box if this is a Corporation		Check box if this is an Entity other than a Corporat	
Legal name of affiliate	_ ,	Affiliate taxpayer number (if none, use FEI number)	■ 3. Affiliate NAICS code
TEXAS GULF WIND 2 LLC	32	2039155034	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 010111	7. Affiliate reporting end date m m d d y $y123111$
8. Gross receipts subject to throw	back in other states (before eliminations)	9. Gross receipts everywhere (before elimi	nations)
	0.0	00	0.
10. Gross receipts in Texas (before	e eliminations)	■ 11. Cost of goods sold or compensation (b 00	efore eliminations)
Check box if this is a Corporation	or Limited Liability Company	Check box if this is an Entity other than a Corporat	
Legal name of affiliate	■2. /	Affiliate taxpayer number (if none, use FEI number)	3. Affiliate NAICS code
ATTERN OPERATORS LP	32	2041601041	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
 Gross receipts subject to throw 	back in other states (before eliminations)	 9. Gross receipts everywhere (before elimination) 	1473198 .
10. Gross receipts in Texas (before		■11, Cost of goods sold or compensation (b	
	1473198 .0	10	0.

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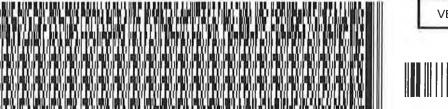
■ Tcode 13253 ANNUAL ■ Reporting entity taxpayer number	Report year	Reporting entity taxpayer name
32039702439	2012	PATTERN ENERGY GROUP LP
Reporting entity must be included on Affiliate	Schedule. Affiliate rep	porting period dates must be within combined group's accounting period dates.
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Texas Franchise Tax Affiliate Schedule

1. Legal name of affiliate		■ 2. Affiliate taxpayer number (if none, use FEI number) ■ 3. Affiliate NAICS		
PATTERN RENEWABLES DEVELO	PMENT COMPANY LLC	00000	0001	221100
4. Check box if entity is disregarded for franchise tax			■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 throw	wback in other states (before elimination	ions)	9. Gross receipts everywhere (before elin	πinations) 59050 .(
10. Gross receipts in Texas (before the second s	re eliminations)	0.00	11. Cost of goods sold or compensation	(before eliminations)
			hav if this is an Entity other than a Comp	0.0
Check box if this is a Corporatio Legal name of affiliate	n or Limited Liability Company L		tox if this is an Entity other than a Corpor taxpayer number (if none, use FEI number)	■ 3. Affiliate NAICS code
		F		
SPRING VALLEY WIND LLC		20405	5793	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 010111	■7. Affiliate reporting end date m m d d y y 123111
8. Gross receipts subject to throw	vback in other states (<i>before eliminatic</i>	ons) 0 .00	9. Gross receipts everywhere (before elin	ninations)
10. Gross receipts in Texas (befor	re eliminations)	0.00	11. Cost of goods sold or compensation ((before eliminations)
Check box if this is a Corporation	n or Limited Liability Company		box if this is an Entity other than a Corpor	
. Legal name of affiliate		2. Affiliate	taxpayer number (if none, use FEI number)	3. Affiliate NAICS code
TRES VAQUEROS WIND FARMS,	LLC	00000	0004	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
- D	- X		010111	123111
8. Gross receipts subject to throw	back in other states (before elimination	ons)	9, Gross receipts everywhere (before elin	ninations)
		0 .00		149973.
10. Gross receipts in Texas (befor	re eliminations)		11. Cost of goods sold or compensation ((before eliminations)
		0 .00		0.0
Check box if this is a Corporation	n or Limited Liability Company	Check	box if this is an Entity other than a Corpora	
			ss corperate preserved for itself on	

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





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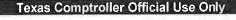
Texas Franchise Tax Affiliate Schedule

 (Rev.9-11/4)			
Tcode	13253	ANNUAI	

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

1. Legal name of affiliate		2. Affiliate taxpayer number (if none, use FEI number)		
RIPLEY-WESTFIELD WIND LLC		00000005	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 throw	wback in other states (before elimination)	ons) 9. Gross receipts everywhere (before elimina	tions)	
10. Gross receipts in Texas (befo	re eliminations)	■ 11. Cost of goods sold or compensation (bet		
		0.00	0.	
Check box if this is a Corporatio	n or Limited Liability Company	Check box if this is an Entity other than a Corporation		
. Legal name of affiliate		2. Affiliate taxpayer number (if none, use FEI number)	■ 3. Affiliate NAICS code	
POLE CANYON WIND LLC		00000006	221100	
4. Check box if entity is	5. Check box if this affiliate does	■ 6. Affiliate reporting begin date	7. Affiliate reporting end date	
disregarded for franchise tax	NOT have NEXUS in Texas	m m d d y y 010111	m m d d y y 123111	
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. Legal name of affiliate		2. Affiliate taxpayer number (if none, use FEI number)	3. Affiliate NAICS code	
POLE CANYON TRANSMISSION	(NC.	264481956	221100	
POLE CANYON TRANSMISSION 4. Check box if entity is disregarded for franchise tax	I I℃. 5. Check box if this affiliate does NOT have NEXUS in Texas	264481956 ■6. Affiliate reporting begin date m m d d y y	7. Affiliate reporting end date m m d d y y	
4. Check box if entity is	5. Check box if this affiliate does	■6. Affiliate reporting begin date m m d d y y 010111	■7. Affiliate reporting end date m m d d y y 123111	
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 010111 ons) 9. Gross receipts everywhere (before eliminal	■7. Affiliate reporting end date m m d d y y 123111 tions)	
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4. Check box if entity is disregarded for franchise tax	5. Check box if this affiliate does NOT have NEXUS in Texas E X wback in other states (before elimination)	6. Affiliate reporting begin date m m d d y y 010111 ons) 9. Gross receipts everywhere (before eliminal	■7. Affiliate reporting end date m m d d y y 123111 tions) 0.	

The reporting entity of a combined group with a temporary credit for business loss carryforwards preserved for itself and/or affiliates must electronically subm 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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	Tcode 132	253 ANNUAL			
Reporting	entity taxpayer number		Report year	Reporting entity taxpayer name	
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32039	702439		2012	PATTERN ENERGY GROUP LP	*
Repor	rting entity must be	included on Affiliate Sche	dule. Affiliate rep	porting period dates must be within combin	ned group's accounting period dates
1. Legal nam				ate taxpayer number (if none, use FEI number)	■ 3. Affiliate NAICS code
	WIND POWER LLC				221100
	box if entity is ed for franchise tax	Check box if this affiliate NOT have NEXUS in Te		■6. Affiliate reporting begin date m m d d y y	7. Affiliate reporting end date m m d d y y
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	WIND, LLC				
	ck box if entity is irded for franchise tax	5. Check box if this affiliate NOT have NEXUS in Te		■6. Affiliate reporting begin date m m d d y y	7. Affiliate reporting end date m m d d y y
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		vback in other states (before el		■9. Gross receipts everywhere (before elimination)	ations)
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∎8, Gross r ∎10. Gross	receipts subject to throw	vback in other states (before el	0 .00	 9. Gross receipts everywhere (before elimination) 11. Cost of goods sold or compensation (be 	ations) O .(ofore eliminations)
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Check box if this is a Corporation or Limited Liability Company Check box if this is an Entity other than a Corporation or Limited Liability Company The reporting entity of a combined group with a temporary credit for business loss carryforwards preserved for itself and/or affiliates must electronically submit common owner information online at window.texas.gov/commonowner/. This information must be provided to satisfy franchise tax reporting requirements.

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Texas Franchise Tax Affiliate Schedule

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

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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 ta	xpayer number (if none, use FEI number)	■ 3. Affiliate NAICS code
ARAGONNE WIND 11 LLC		000000	010	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 throw	wback in other states (before elimination	ons)	9. Gross receipts everywhere (before elin	minations)
10. Gross receipts in Texas (before)	re eliminations)		11. Cost of goods sold or compensation	
		0 .00		0.0
Check box if this is a Corporatio	n or Limited Liability Company	Check b	ox if this is an Entity other than a Corpo	ration or Limited Liability Company
1. Legal name of affiliate			xpayer number (if none, use FEI number)	
SELDOM SEEN WIND LLC		000000	012	221100
4. Check box if entity is disregarded for franchise tax	5. Check box if this affiliate does NOT have NEXUS in Texas	ſ	16. Affiliate reporting begin date m m d d y y 010111	7. Affiliate reporting end date $m m d d y y$ 123111
 8. Gross receipts subject to throw 10. Gross receipts in Texas (before) 	vback in other states (before eliminations)	0.00	 Gross receipts everywhere (before elir 1 Cost of goods sold or compensation 	9805 .0 0
Check box if this is a Corporation	n or Limited Liability Company	0 .00 Check b	ox if this is an Entity other than a Corpor	o .00
		- 0 4600-4-4-		2 Affiliate MAICO code
1. Legal name of affiliate		000000	<pre>kpayer number (if none, use FEI number)</pre>	3. Affiliate NAICS code
HATCHET RIDGE WIND, LLC 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	T ZZTIOO 7. Affiliate reporting end date m m d d y y
- []	- X		010111	123111
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		0.00		28070615.00
10. Gross receipts in Texas (before)	re eliminations)	0.00	1 Cost of goods sold or compensation ((before eliminations) 20010613 .00
Check box if this is a Corporation	n or Limited Liability Company	Check b	ox if this is an Entity other than a Corpor	ation 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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Reporting entity taxpayer numb	3253 ANNUAL	ort year	Reporting entity taxpayer name	
Reporting entity taxpayer numb		on your		
32039702439	20	12	PATTERN ENERGY GROUP LP	
	e included on Affiliate Schedule.		taxpayer number (if none, use FEI number)	nbined group's accounting period dates.
1. Legal name of affiliate		Z. Annale	taxpayer number (# none, use rei number)	5. Almate NAICS code
OCOTILLO EXPRESS LLC		00000	0013	221100
 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	■ 7. Affiliate reporting end date
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• Ll			010111	123111
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10. Gross receipts in Texas (be	fore eliminations)		11. Cost of goods sold or compensation	(before eliminations)
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1. Legal name of affiliate		2. Affiliate	taxpayer number (if none, use FEI number)	3. Affiliate NAICS code
MONROE WIND, LLC	1	100000	00015	221100
 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 v v	7. Affiliate reporting end date m m d d v v
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d local pages of officiate		= 2 Affiliata	taxpayer number (if none, use FEI number)	3. Affiliate NAICS code
1. Legal name of affiliate PATTERN SANTA ISABEL LLC		00000		221100
4. Check box if entity is	5. Check box if this affiliate does		6. Affiliate reporting begin date	■ 7. Affiliate reporting end date
disregarded for franchise tax		1.11	m m d d y y	m m d d y y
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		00. 0		0.0
Check box if this is a Corpora	ition or Limited Liability Company	Check	t box if this is an Entity other than a Corpor	ration or Limited Liability Company
				nd/or affiliates must electronically submit
			formation must be provided to satisfy that is organized in Texas or that has a p	

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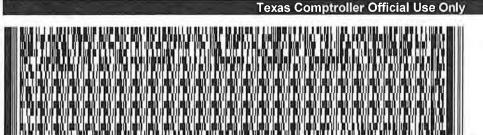


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Reporting entity taxpayer number		Report year	Reporting entity taxpayer name	
32039702439		2012	PATTERN ENERGY GROUP LP	
Reporting entity must be	included on Affiliate Sched	lule. Affiliate re	porting period dates must be within cor	mbined group's accounting period dates.
1. Legal name of affiliate		2. Affilia	ate taxpayer number (if none, use FEI number)	■ 3. Affiliate NAICS code
YOLO WIND LLC		0000	000017	221100
4. Check box if entity is disregarded for franchise tax	5. Check box if this affiliate NOT have NEXUS in Tex		ma 6. Affiliate reporting begin date m m d d y y	■7. Affiliate reporting end date m m d d y y
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■8. Gross receipts subject to thro	wback in other states (before elin	minations)	9. Gross receipts everywhere (before eli	iminations)
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1. Legal name of affiliate		2. Attilia	ate taxpayer number (if none, use FEI number)	3. Affiliate NAICS code
PATTERN ARGENTINA HOLDING	S LLC	0000	000018	221100
4. Check box if entity is	5. Check box if this affiliate		■ 6. Affiliate reporting begin date	7. Affiliate reporting end date
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8. Gross receipts subject to throw	wback in other states (before elir	minations)	9. Gross receipts everywhere (before elii	minations)
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Check box if this is a Corporation	on or Limited Liability Company	0.00	eck box if this is an Entity other than a Corpo	0.00
Oneok box ir tina is a colporati	She climited Elability company			
1. Legal name of affiliate		2. Affilia	ate taxpayer number (if none, use FEI number)	100000000000000000000000000000000000000
PATTERN LATIN AMERICA LLC		0000	00019	221100
4. Check box if entity is disregarded for franchise tax	5. Check box if this affiliate NOT have NEXUS in Texa		■6. Affiliate reporting begin date m m d d y y	■7. Affiliate reporting end date m m d d y y
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		edit for business	s loss carryforwards preserved for itself ar	nd/or affiliates must electronically submit
ommon owner information onlir	e at window.texas.gov/comm	nonowner/. This	information must be provided to satisfy	r franchise tax reporting requirements.
n information report (Form 05-10	∠ or Form US-167) must be file	eu for each affilia	te that is organized in Texas or that has a p	inysical presence in Texas,

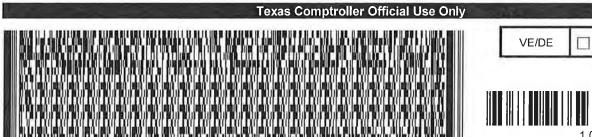


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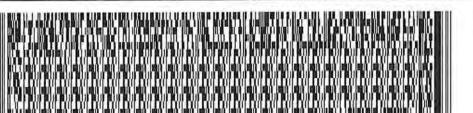
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Reporting entity taxpayer number		ort year	Reporting entity taxpayer name	
32039702439	20	12	PATTERN ENERGY GROUP LP	
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PATTERN RENEWABLES LP		00000		221100
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32039702439		<u> </u>	PATTERN ENERGY GROUP LP	
Reporting entity must b	be included on Affiliate Schedu	le. Affiliate re	porting period dates must be within comb	pined group's accounting period dates.
1 Legal name of affiliate		∎2. Affilia	te taxpayer number (if none, use FEI number)	3. Affiliate NAICS code
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1. Legal name of anniate		2. Anno	are taxpayer number (in none, use i El namber)	
COMPANY UNLIPS TO MANAME	CION LINE LLC	0000	000024	221100
CENTRAL VALLEY TRANSMIS				
 Check box if entity is disregarded for franchise tax 	5. Check box if this affiliate d 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
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10. Gross receipts in Texas (be	efore eliminations)		11. Cost of goods sold or compensation (b)	
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Check box if this is a Corpor	ation or Limited Liability Company	Ch Ch	eck box if this is an Entity other than a Corpora	lion or Limited Liability Company
1. Legal name of affiliate		2. Affilia	ate taxpayer number (if none, use FEI number)	3. Affiliate NAICS code
SOUTHERN CROSS TRANSMIS	SION LLC	0000	000025	221100
4. Check box if entity is	5. Check box if this affiliate d	oes	■6. Affiliate reporting begin date	 Affiliate reporting end date
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Gross receipts subject to th	nrowback in other states (before elim	inations)	9. Gross receipts everywhere (before elimi	
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Check box if this is a Corpor	ation or Limited Liability Company	Ch Ch	eck box if this is an Entity other than a Corpora	tion or Limited Liability Company
The reporting entity of a comb	bined group with a temporary cre	edit for business	s loss carryforwards preserved for itself and	l/or affiliates must electronically submit
common owner information or	nline at window.texas.gov/comm	onowner/. This	information must be provided to satisfy te that is organized in Texas or that has a physical sectors in the sectors of the se	franchise tax reporting requirements.
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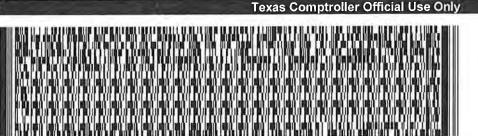


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TX2012	05-166	Texas Fra	anchise T	ax Affiliate Schedule	
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The reporting entity of a combined group with a temporary credit for business loss carryforwards preserved for itself and/or affiliates must electronically submit common owner information online at window.texas.gov/commonowner/. This information must be provided to satisfy franchise tax reporting requirements. An information report (Form 05-102 or Form 05-167) must be filed for each affiliate that is organized in Texas or that has a physical presence in Texas.

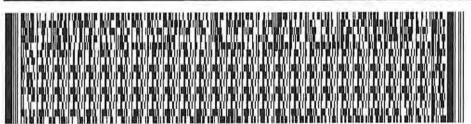




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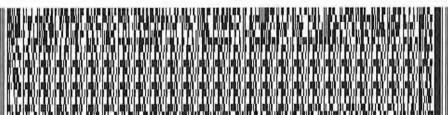
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An information report (Form 05-102 or Form 05-167) must be filed for each affiliate that is organized in Texas or that has a physical presence in Texa
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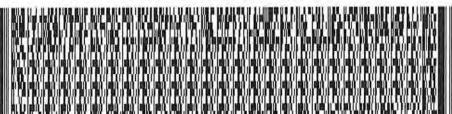


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Texas Comptroller Official Use Only	common owner information online	e at window.texas.gov/comr	monowner/. This	information must be provided to satisfy	y franchise tax reporting requirements.
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X2012 05-166	Texas Fran	chise Tax Affiliate Schedule	
er. 3.1 (Rev.9-11/4)	253 ANNUAL		
Reporting entity taxpayer number		rt year Reporting entity taxpayer name	
32039702439	201	2 PATTERN ENERGY GROUP LP	
Reporting entity must be	included on Affiliate Schedule.	Affiliate reporting period dates must be within c	combined group's accounting period dates
. Legal name of affiliate		2. Affiliate taxpayer number (if none, use FEI number	er) 3. Affiliate NAICS code
SANTA ISABEL HOLDINGS LLC		00000038	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 thro	I wback in other states <i>(befor</i> e <i>eliminatic</i>	9. Gross receipts everywhere (before 0.00	eliminations)
10 Gross receipts in Texas (befo	ne eliminations)	11. Cost of goods sold or compensational compens	
	F	0.00	
Check box if this is a Corporation	on or Limited Liability Company	Check box if this is an Entity other than a Cor	
1. Legal name of affiliate		2. Affiliate taxpayer number (if none, use FEI number	er) 3. Affiliate NAICS code
DAMPEDN DENEWADI DE SHIDT V	00.110	00000043	221100

6. Affiliate reporting begin date

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9. Gross receipts everywhere (before eliminations)

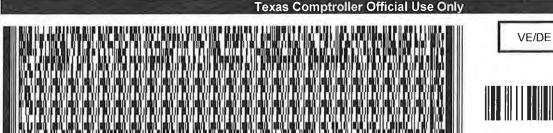
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Check box if this is a Corporation	on or Limited Liability Company	O Check box if this is an Entity other than a Corpo	O .00
1. Legal name of affiliate	2. A	ffiliate taxpayer number (if none, use FEI number) 3. Affiliate NAICS code
PATTERN ENERGY GP LLC	27	0279666	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 010111	■7. Affiliate reporting end date m m d d y y 123111
8. Gross receipts subject to throw	wback in other states (before eliminations)	9. Gross receipts everywhere (before el	the second se
■10. Gross receipts in Texas (befo	re eliminations)	■ 11. Cost of goods sold or compensation	(before eliminations)
	0. 0	0	0 . 0

0.00

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



5. Check box if this affiliate does

NOT have NEXUS in Texas

8. Gross receipts subject to throwback in other states (before eliminations)

X

4. Check box if entity is

disregarded for franchise tax



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Affiliate reporting end date

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Tcode				
Taxpayer number		Report year	Due date	
32039702439		2012	11/15/2012	
Taxpayer name				

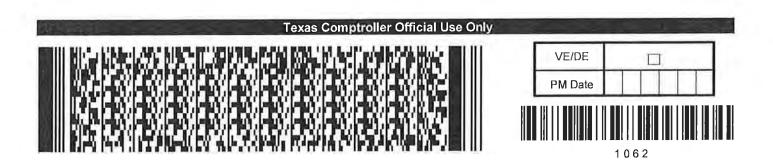
1.	Total tax due on this report (item 34 from Form 05-158-B or item 17 from Form 05-169)	1.	14329.63
2.	Enter prior payment (e.g. extension payment)	2.	9000.00
3.	Net tax due (item 1 minus item 2)	3.	5329.63
4.	Penalty (see instructions)	4.	0.00
5.	Interest (see instructions)	5.	0.00
6.	TOTAL AMOUNT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

Make amount payable to TEXAS COMPTROLLER

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

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

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



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Ver. 3.1

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Texas Franchise Tax Ownership Information Report

To be filed by Entities other than Corporations, Limited Liability Companies or Financial Institutions This report MUST be signed and filed to satisfy franchise tax requirements (Rev.9-11/4) 13197

Taxpayer number	Report year		der Chapter 552 and 559, Go	
32039702439	2012	to review, request, and co Contact us at (800) 252-:	rrect information we have on 1381 or (512) 463-4600.	nie about you
Taxpayer name PATTERN ENERGY GROUP LP			Secretary of State 1 or Comptroller file I	
Mailing address PIER 1, BAY 3			0801133349	
City SAN FRANCISCO	State CA	Country USA	ZIP Code94111	Plus 4

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

Name PATTERN ENERGY GROUP HOLDINGS LP	What type of owner? (Check only one)	GENERAL PARTNER LIMITE	D PARTNER OTHER
Mailing address PIER 1, BAY 3		FEI number 270279611	Percentage of ownership 99, 99
City SAN FRANCISCO	State CA	ZIP Code 94111	Plus 4
Name PATTERN ENERGY GP LLC	What type of owner? (Check only one)	GENERAL PARTNER LIMITE	ED PARTNER OTHER
Mailing address PIER 1, BAY 3		FEI number 270279666	Percentage of ownership 0.01
City SAN FRANCISCO	State CA	ZIP Code 94111	Plus 4
Name	What type of owner? (Check only one)	GENERAL PARTNER LIMITE	ED PARTNER OTHER
Mailing address		FEI number	Percentage of ownership
City	State	ZIP Code	Plus 4

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

Name of owned (subsidiary) corporation or entity	State of formation	FEI number	Percentage of ownership
PATTERN TRANSMISSION LP	DE		100.00
Name of owned (subsidiary) corporation or entity	State of formation	FEI number	Percentage of ownership
PATTERN TRANSMISSION GP LLC	DE		100.00
Registered agent and office, or agent for service of process (s	ee instructions if you need to make o	changes)	the second se
Agent: CT CORPORATION SYSTEM			

Office: 350 N. ST. PAUL ST. 2900

State TX ZIP Code 75201 Plus 4 City DALLAS 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 attac	chments is true and correct to the best of my knowledge and belie				
sign here	Title Tecnsurere	Date		ode and pho 283 40	
	Mail original to: Texas Comptroller of Public Accounts P.O. Box 149348 Austin, TX 78714-9348]			
W. S. C. S.	Texas Comptroller Official Use	Only			_
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Texas Franchise Tax Ownership Information Report

To be filed by Entities other than Corporations, Limited Liability Companies or Financial Institutions This report MUST be signed and filed to satisfy franchise tax requirements (Rev.9-11/4)

13197 Tcode

05-167

■ Taxpayer number 32039702439	Report year 2012	You have certain rights under Chapter 552 and 559, Government (to review, request, and correct information we have on file about y Contact us at (800) 252-1381 or (512) 463–4600.		
Taxpayer name PATTERN ENERGY GROUP LP Mailing address PIER 1, BAY 3			Secretary of State or Comptroller file of 0801133349	
City SAN FRANCISCO	State CA	Country USA	ZIP Code94111	Plus 4

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

Name	What type of owner? (Check only one)		ED 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 LIMIT	ED 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 LIMIT	ED PARTNER OTHER
Mailing address		FEI number	Percentage of ownership
City	State	ZIP Code	Plus 4

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

Name of owned (subsidiary) corporation or entity	State of formation	FEI number	Percentage of ownership
PATTERN RENEWABLES LP	DE		100.00
Name of owned (subsidiary) corporation or entity	State of formation	FEI number	Percentage of ownership
PATTERN RENEWABLES GP LLC	DE		100.00
Registered agent and office, or agent for service of process (see	e instructions if you need to make o	changes)	
Agent:			and the second sec

Plus 4 Office: City State ZIP Code 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.

sign here	TREASUSER	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	
		VE	

1Q5234 8.000

TX2012

Ver. 3.1

05-167

Tcode

Texas Franchise Tax Ownership Information Report

To be filed by Entities other than Corporations, Limited Liability Companies or Financial Institutions This report MUST be signed and filed to satisfy franchise tax requirements (Rev.9-11/4) 13197

Taxpayer number 32039702439	Report year	You have certain rights under Chapter 552 and 559, Government C to review, request, and correct information we have on file about yo Contact us at (800) 252-1381 or (512) 463-4600.		
Taxpayer name PATTERN ENERGY GROUP LP Mailing address PIER 1. BAY 3			Secretary of State fil or Comptroller file n 0801133349	
City SAN FRANCISCO	State CA	Country USA	ZIP Code94111	Plus 4

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

Name	What type of owner? (Check only one)	GENERAL PARTNER LIMITE	D PARTNER OTHER
Mailing address		FEI number	Percentage of ownership
City	State	ZIP Code	Plus 4
Name	What type of owner? (Check only one)		D 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 LIMITE	D PARTNER OTHER
Mailing address		FEI number	Percentage of ownership
City	State	ZIP Code	Plus 4

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

Name of owned (subsidiary) corporation or entity	State of formation	FEI numbe	er	Percentage of ownership
PATTERN OPERATORS LP	DE			100.00
Name of owned (subsidiary) corporation or entity	State of formation	FEI numbe	er	Percentage of ownership
PATTERN OPERATORS GP LLC	DE			100.00
Registered agent and office, or agent for service of process (Agent:	see instructions if you need to make o	changes)		
Office:	City	State	ZIP Code	Plus 4

City 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.

sign Ask	Title Tacashaca	Date		le and phon 283 40	
	Mail original to: Texas Comptroller of Public Accounts P.O. Box 149348 Austin, TX 78714-9348]			
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Ver. 3.1

Texas Franchise Tax Ownership Information Report

To be filed by Entities other than Corporations, Limited Liability Companies or Financial Institutions This report MUST be signed and filed to satisfy franchise tax requirements (Rev.9-11/4)

13197 Tcode

05-167

Taxpayer number	Report year	You have certain rights under Chapter 552 and 559, Government of to review, request, and correct information we have on file about y Contact us at (800) 252-1381 or (512) 463–4600.		
32039702439	2012			file about you.
Taxpayer name PATTERN ENERGY GROUP LP			Secretary of State f or Comptroller file r	
Mailing address PIER 1, BAY 3			0801133349	
City SAN FRANCISCO	State CA	Country USA	ZIP Code94111	Plus 4

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

Name	What type of owner?	GENERAL PARTNER LIMITE	ED PARTNER OTHER
	(Check only one)		
Mailing address		FEI number	Percentage of ownership
City	State	ZIP Code	Plus 4
Name	What type of owner? (Check only one)		ED PARTNER OTHER
Mailing address		FEI number	Percentage of ownership
City	State	ZIP Code	Plus 4
Name	What type of owner? (Check only one)		ED 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	e instructions if you need to make o	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	Title	Date	Area code and phone number
here	Mail original to: Texas Comptroller of Public Accounts P.O. Box 149348 Austin, TX 78714-9348	1	415 283 4000
THE REPORT OF THE REPORT OF THE	Texas Comptroller Official Use		
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TX2012

Texas Franchise Tax Ownership Information Report

Ver. 3.1 05-167 To be filed by Entities other than Corporations, Limited Liability Companies or Financial Institutions This report MUST be signed and filed to satisfy franchise tax requirements

(Rev.9-11/4) 13197 Tcode

xpayer name PATTERN ENERGY GROUP HOLDINGS L iling address IER 1, BAY 3	Report year		You have certain rights under Chapter 552 and 559, Government Code,				
32039702397	2012	to review, request, and co. Contact us at (800) 252-1	rrect information we have on 1381 or (512) 463-4600	file about you.			
Taxpayer name PATTERN ENERGY GROUP	HOLDINGS LP		Secretary of State or Comptroller file				
Mailing address			0801133353				
City SAN FRANCISCO	State CA	Country USA	ZIP Code94111	Plus 4			

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

Name PATTERN ENERGY GROUP HOLDINGS GP LLC	What type of owner? (Check only one)	GENERAL PARTNER LIMITED F	
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 P	ARTNER 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 P	ARTNER OTHER
Mailing address		FEI number	Percentage of ownership
City	State	ZIP Code	Plus 4

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

Name of owned (subsidiary) corporation or entity	State of formation	FEI number-	Percentage of ownership
PATTERN ENERGY GROUP LP	DE	270279717	99.99
Name of owned (subsidiary) corporation or entity	State of formation	FEI number	Percentage of ownership
Registered agent and office, or agent for service of process (s	ee instructions if you need to make o	changes)	

Agent: CT CORPORATION SYSTEM

Office: 350 N ST. PAUL ST. 2900

City DALLAS 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.

ZIP Code 75201

State TX

Plus 4

I declare that the information in this document and any attachments is true	and correct to the best of my knowledge and belie	f, as of the date below.			
sign here	Title	Date		de and pho 253 4	
	Mail original to: Texas Comptroller of Public Accounts P.O. Box 149348 Austin, TX 78714-9348				
Te	xas 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.

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.

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.

Confidential Map

See Checklist Item 6

Confidential Map

Not Applicable

Confidential Map

There are no existing improvements

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

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

COG	Hourly	Annual
1. Panhandle Regional Planning Commission	\$19.32	\$40,196
\$40,19 X 1.10 = \$44,215.60		

No Manufacturing Data Available

All Jobs – All Industries

Quarter	Year	Avg. Weekly Wages	Annualized
First	2012	\$1,382	\$71,864
Second	2012	\$1,523	\$79,196
Third	2012	\$1,312	\$68,224
Fourth	2012	<u>\$1,491</u>	\$77,532
		\$1,427	\$74,204
	х	<u>110%</u>	<u>110%</u>
		\$1,569.70	\$81,624.40

Quarterly Employment and Wages (QCEW)

Back

								Page 1 of 1 (40 results/page)
🖨 Year	Period	Area	Ownership	Division	Level	Ind Code	Industry	Avg Weekly Wages
2012	1st Qtr	Carson County	Total All	00	0	10	Total, All Industries	\$1,382
2012	2nd Qtr	Carson County	Total All	00	0	10	Total, All Industries	\$1,523
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

Checklist Item 15 Description of Employee Benefits

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

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

Schedule A (Rev. May 2010): Investment

				PROPE	RTY INVESTMENT AMOUN	TS			
			(E	stimated Investme	nt in each year. Do not put cu	mulative 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 investmen affecting economic impact and total value	t Column E: Total Investmen (A+B+D)
	Investment made before filing complete a with district (neither qualified property nor become qualified investment)								
The year preceding the first complete tax ear of the qualifying time period	Investment made after filing complete app with district, but before final board approv application (eligible to become qualified p	al of	2013-2014	2013					
time period (assuming no deferrals)	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)								
	Complete tax years of qualifying time	1	2014-2015		up to \$250,000,000		up to \$250,000,000		up to \$250,000,000
	period	2	2015-2016	1	0		0		
		3	2016-2017		0				
		4	2017-2018	1 m m	0				
		5	2018-2019	2	0				
Tax Credit Period	Value Limitation Period	6	2019-2020		0				
(with 50% cap on	value Limitation Feriod	7	2020-2021		0				
credit)		8	2021-2022		0				1
		9	2022-2023		0				
		10	2023-2024		0				
		11	2024-2025		0				
Credit Settle-Up Period	Continue to Maintain Viable Presence	12	2025-2026		0				1 million - 1 mill
		13	2026-2027		0	· · · · · · · · · · · · · · · · · · ·			
P	ost- Settle-Up Period	14	2027-2028		0				
P	ost- Settle-Up Period	15	2028-2029		0				
olumn A:	d usually begins with the final board appro This represents the total dollar amount of For the purposes of investment, please lis (For the years outside the qualifying time Include estimates of investment for "repla The total dollar amount of planned investr	planned inv at amount in period, this cement" pro	estment in tangi vested each yea number should s operty-property th	ble personal prope r, not cumulative t simply represent th nat is part of origin	erty the applicant considers qu otals. le planned investment in tangil al agreement but scheduled fo	alified investment - as def ble personal property]. rr probable replacement d		.021(1)(A)-(D).	

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

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

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

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

SIGNATURE OF AUTHORIZED COMPANY REPRESENTATIVE

6-5-2013 DATE

Applicant Name

Schedule B (Rev. May 2010): Estimated Market And Taxable Value Pattern Panhandle Wind 2 LLC

Form 50-296 **ISD Name** Panhandle Independent School District **Reductions from Qualified Property Estimated Taxable Value** Market Value Estimated Total Market Value of tangible personal Tax Year Estimated Estimated Total property in the (Fill in actual Market Market Value of new new building or "in Final taxable value for Final taxable value for M&O--after School Year tax year) Value of buildings or other or on the new 1&S - after all (YYYY-YYYY) YYYY new improvements improvement" reductions all reductions Year Land **Exempted Value** 2013-2014 2013 pre-year 1 "up to" amount 'up to" amount "up to" amount Complete tax 1 2014-2015 2014 250.000.000 250.000.000 250.000.000 years of qualifying 2 2015-2016 2015 time period 237,500,000 237,500,000 237,500,000 3 2016-2017 2016 225,625,000 225,625,000 225,625,000 4 2017-2018 2017 214,343,750 214.343.750 214,343,750 5 2018-2019 2018 203.626.563 203,626,563 203,626,563 Tax Credit 6 2019-2020 2019 Value Limitation 193,445,234 193,445,234 193.445.234 Period (with Period 7 2020-2021 2020 183,772,973 183,772,973 183,772,973 50% cap on credit) 8 2021-2022 2021 174,584,324 174,584,324 174,584,324 9 2022-2023 2022 165.855.107 165.855.107 165,855,107 10 2023-2024 2023 157,562,352 157,562,352 157,562,352 2024-2025 2024 11 149,684,235 149,684,235 149,684,235 Continue to Credit Settle-Up Maintain Viable 12 2025 2025-2026 142,200,023 142,200,023 142,200,023 Period Presence 13 2026-2027 2026 135,090,021 135,090,021 135,090,021 Post- Settle-Up Period 14 2027-2028 2027 128,335,521 128,335,521 128,335,521 Post- Settle-Up Period 15 2028-2029 2028 121.918.745 121,918,745 121,918,745

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.

SIGNATURE OF AUTHORIZED COMPANY REPRESENTATIVE

6-5-2013

DATE

Schedule C- Application: Employment Information

Applicant Name

Pattern Panhandle Wind 2 LLC

ISD Name

Panhandle ISD

									Form 50-2	96
Caller Street					Constru	ction	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
	1	pre- year 1	2013-2014	2013	22,050 man hours	\$52,000				
	Complete tax years of	1	2014-2015	2014	66,150 man hours	\$52,000	6	45,000	6	45,000
	qualifying time period	2	2015-2016	2015			6	45,000	6	45,000
		3	2016-2017	2016			6	45,000	6	45,000
		4	2017-2018	2017			6	45,000	6	45,000
		5	2018-2019	2018			6	45,000	6	45,000
Tax Credit Period	Value Limitation	6	2019-2020	2019			6	45,000	6	45,000
(with 50% cap on	Period	7	2020-2021	2020			6	45,000	6	45,000
credit)		8	2021-2022	2021	1		6	45,000	6	45,000
		9	2022-2023	2022			6	45,000	6	45,000
		10	2023-2024	2023			6	45,000	6	45,000
	Continue to	11	2024-2025	2024			6	45,000	6	45,000
Credit Settle-Up Period	Maintain Viable	12	2025-2026	2025			6	45,000	6	45,000
, choo	Presence	13	2026-2027	2026			6	45,000		45,000
Post- Settle-	-Up Period	14	2027-2028	2027			6	45,000		45,000
Post- Settle-	Up Period	15	2028-2029	2028			6	45.000		45,000

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

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

SIGNATURE OF AUTHORIZED COMPANY REPRESENTATIVE

6-5-2013

DATE

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

Name		-	Pattern Panha	andle Wind 2		k Information	ISD Name Franchise Tax		Panhandle ISD er Property Tax		Form 50-296 Sought
					19175.22	a de la grande de la dela dela dela dela dela dela d	A CALINAL DE LA LAN				
		-			Sales Taxab	le 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							
	Complete tax years of	1	2014-2015	2014			0				
	qualifying time period	2	2015-2016	2015			0	100%			
		3	2016-2017	2016			0	100%			
	1 [4	2017-2018	2017			0	100%	1		
		5	2018-2019	2018			0	100%			
Tax Credit	Value Limitation	6	2019-2020	2019			72	100%			
Period (with 50% cap on	Period	7	2020-2021	2020			210	100%			
credit)		8	2021-2022	2021			210	100%			
		9	2022-2023	2022			209	100%		1	
		10	2023-2024	2023			208	100%			
	Continue to	11	2024-2025	2024			202	100%			
Credit Settle-	Maintain Viable	12	2025-2026	2025			189				
-p i dilod	Presence	13	2026-2027	2026			188				
Post- Set	le-Up Period	14	2027-2028	2027			188				
Post- Set	le-Up Period	15	2028-2029	2028			188		· · · · · · · · · · · · · · · · · · ·		-

*For planning, construction and operation of the facility.

SIGNATURE OF AUTHORIZED COMPANY REPRESENTATIVE

6-5-2013

DATE

Map of Reinvestment Zone

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Exhibit B Map of Carson County Reinvestment Zone 7 **Panhandle Wind Project**

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Resolution Establishing Reinvestment Zone

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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.

้ คนม County Judge

Precinct 1

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missionér. cinct 3

ammissioner, Precinct 4

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

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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

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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.

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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

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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. <u>Who May Apply.</u> 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. <u>Eligible Improvements.</u> 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. <u>Eligible Property.</u> 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. <u>Application Provisions.</u> The application shall consist of a completed Carson County Tax Abatement Application Form, which shall contain the following:
 - 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. <u>Procedure for Consideration of Application</u>. 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

Carson County

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

Carson County

A Resolution re: Tax Abatement, Page 4

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. <u>Confidentiality.</u> 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. <u>Effect of Error or Variance with Application Procedure.</u> 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

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Zone and Evaluating Tax Abatement Agreement

- A. <u>Minimum Requirements.</u> 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. <u>Criteria.</u> 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;
 - 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;
 - any costs to be incurred by Carson County, if any, to provide facilities or services directly resulting from the new improvements;
 - 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

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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. <u>Required Provisions.</u> 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

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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. <u>Optional Provisions.</u> 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. <u>Duration and Portion of Abatement.</u> 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.

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

D. <u>Time Limit.</u> 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.

Lucis Powers

County Judge

Carson County

ATTEST: aleste Bickiel CARSOA County Ølerk by: Deputy

Carson County