



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

September 27, 2013

John Villareal
Economic Development and Analysis Division
Texas Comptroller of Public Accounts
111 E. 17th St.
Austin, TX 78774

Via Email and Federal Express

Re: Ch. 313 Application #325 from Miami Wind I, LLC to Fort Elliott CISD
Amendment No. 002 to Application

Dear John,

Enclosed please find amended and supplemental pages for the Chapter 313 Application submitted by Miami Wind I, LLC to Fort Elliott CISD (the "Miami Wind Application"). Specifically, we are enclosing:

- Revised page 8 to form 50-296 (to reflect new minimum qualified investment)
- Attachment 18 - Revised Schedule B (to reflect new minimum qualified investment)
- Attachment 21 – revised Map of Hemphill Reinvestment Zone #1;
- Attachment 22 - Resolution Designating Hemphill Reinvestment Zone #1; and,
- Attachment 23 – revised Map of Hemphill Reinvestment Zone #1.

A CD containing these documents is also enclosed. This Amendment, dated September 27, 2013 and numbered 002, is the second Amendment to the Miami Wind Application. Please let me know if you require any additional information.

Thank you,

A handwritten signature in black ink that reads "Audie Sciumbato". The signature is written in a cursive, flowing style.

Audie Sciumbato, PhD

AS/ph
HCEMHZ2J0D1140
Encl.
cc: Evan Horn, Ryan, LLC

via email Evan.Horn@ryan.com



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? \$10,000,000

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

What is your total estimated qualified investment? \$120,561,136 (28% of total project)

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? 11/30/2013

What is the anticipated date of the beginning of the qualifying time period? 11/30/2013

What is the total estimated investment for this project for the period from the time of application submission to the end of the limitation period? \$123,124,371

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

Attach the following items to this application:

- (1) a specific and detailed description of the qualified investment you propose to make on the property for which you are requesting an appraised value limitation as defined by Tax Code §313.021,
(2) a description of any new buildings, proposed improvements or personal property which you intend to include as part of your minimum qualified investment and
(3) a map of the qualified investment showing location of new buildings or new improvements with vicinity map.

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

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

(1) in or on the new building or other new improvement for which you are applying? [X] Yes [] No

(2) if not in or on the new building or other new improvement for which you are applying for an appraised value limitation, is the personal property necessary and ancillary to the business conducted in the new building or other new improvement? [X] Yes [] No

(3) on the same parcel of land as the building for which you are applying for an appraised value limitation? [X] Yes [] No

("First placed in service" means the first use of the property by the taxpayer.)

Will the investment in real or personal property you propose be counted toward the minimum qualified investment required by Tax Code §313.023, (or 313.053 for rural school districts) be first placed in service in this state during the applicable qualifying time period? [X] Yes [] No

Does the investment in tangible personal property meet the requirements of Tax Code §313.021(1)? [X] Yes [] No

If the proposed investment includes a building or a permanent, non-removable component of a building, does it house tangible personal property? [X] Yes [] No

QUALIFIED PROPERTY

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

Attach the following items to this application:

- (1) a specific and detailed description of the qualified property for which you are requesting an appraised value limitation as defined by Tax Code §313.021,
(2) a description of any new buildings, proposed improvements or personal property which you intend to include as part of your qualified property and
(3) a map of the qualified property showing location of new buildings or new improvements - with vicinity map.

Land

Is the land on which you propose new construction or improvements currently located in an area designated as a reinvestment zone under Tax Code Chapter 311 or 312 or as an enterprise zone under Government Code Chapter 2303? [] Yes [X] No

If you answered "no" to the question above, what is the anticipated date on which you will submit proof of a reinvestment zone with boundaries encompassing the land on which you propose new construction or improvements? 8/31/2013

Will the applicant own the land by the date of agreement execution? [] Yes [X] No

Will the project be on leased land? [X] Yes [] No

Signature: Boy School

Date: 9/27/13

Schedule B (Rev. May 2010): Estimated Market And Taxable Value

Amenmndment No. 002

Attachment 18

Applicant Name

Miami Wind I LLC

ISD Name

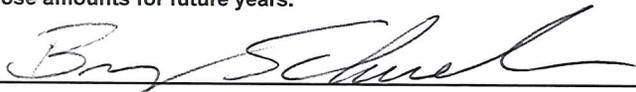
Fort Elliott CISD

Form 50-296

		Year	School Year (YYY-YYY)	Tax Year (Fill in actual tax year) YYY	Qualified Property			Reductions from Market Value	Estimated Taxable Value	
					Estimated Market Value of Land	Estimated Total Market Value of new buildings or other new improvements	Estimated Total Market Value of tangible personal property in the new building or "in or on the new improvement"	Exempted Value	Final taxable value for I&S - after all reductions	Final taxable value for M&O—after all reductions
		pre- year 1	2013-2014	2013	-	-	-	-	-	-
	Complete tax years of qualifying time period	1	2014-2015	2014	-	-	3,012,048	-	3,012,048	3,012,048
		2	2015-2016	2015			123,124,371	-	123,124,371	123,124,371
	Tax Credit Period (with 50% cap on credit)	3	2016-2017	2016			115,736,909		115,736,909	20,000,000
		4	2017-2018	2017			108,792,694		108,792,694	20,000,000
		5	2018-2019	2018			102,265,133		102,265,133	20,000,000
		6	2019-2020	2019			96,129,225		96,129,225	20,000,000
		7	2020-2021	2020			90,361,471		90,361,471	20,000,000
		8	2021-2022	2021			84,939,783		84,939,783	20,000,000
		9	2022-2023	2022			79,843,396		79,843,396	20,000,000
		10	2023-2024	2023			75,052,792		75,052,792	20,000,000
	Credit Settle-Up Period	11	2024-2025	2024			70,549,625		70,549,625	70,549,625
		12	2025-2026	2025			66,316,647		66,316,647	66,316,647
		13	2026-2027	2026			62,337,648		62,337,648	62,337,648
	Post- Settle-Up Period		14	2027-2028	2027		58,597,389		58,597,389	58,597,389
	Post- Settle-Up Period		15	2028-2029	2028		55,081,546		55,081,546	55,081,546

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

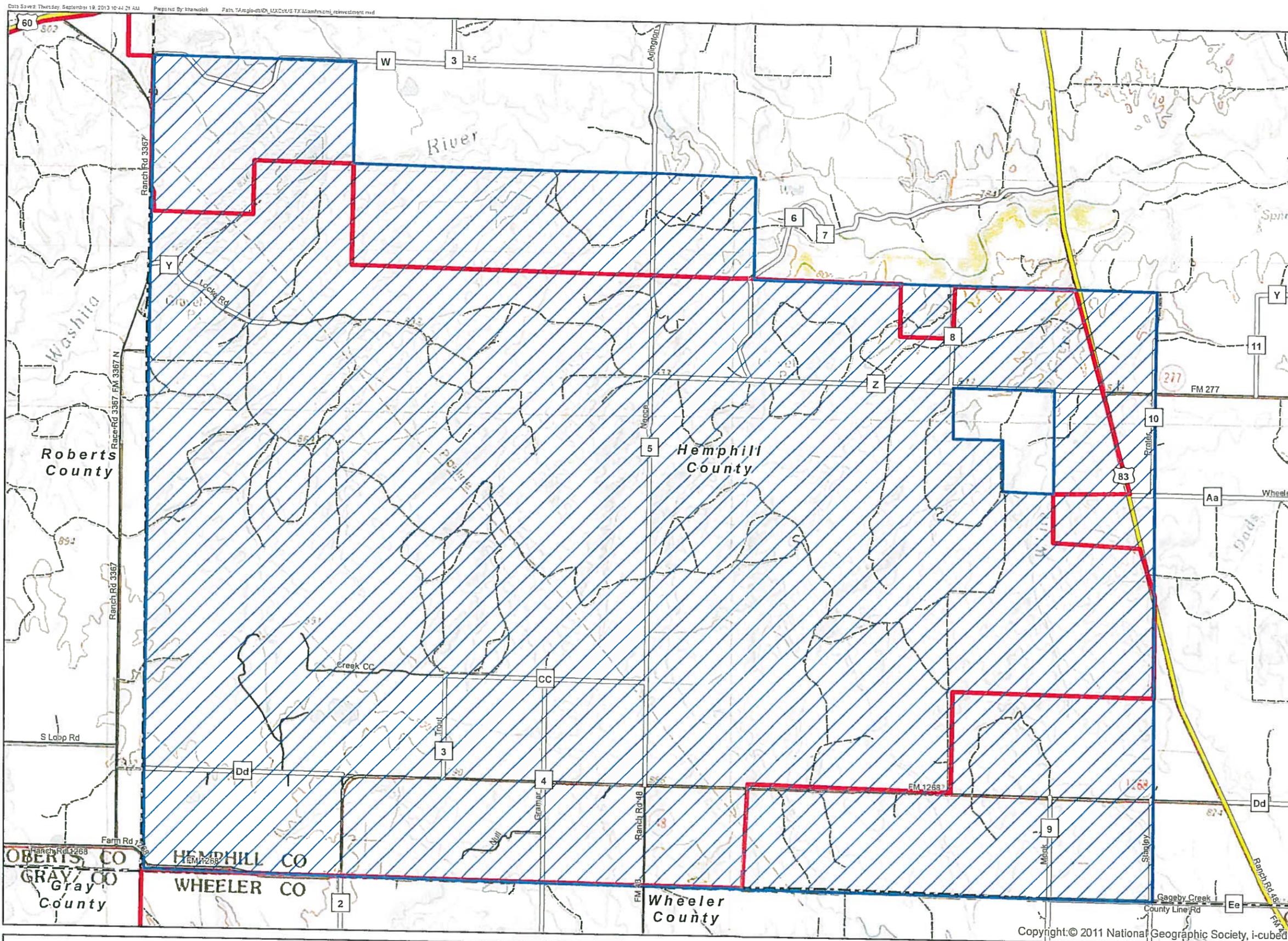
This schedule must be submitted with the original application and any application for tax credit. When using this schedule for any purpose other than the original application, replace original estimates with actual appraisal district data for past years and update estimates for current and future years.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



 SIGNATURE OF AUTHORIZED COMPANY REPRESENTATIVE

9/27/13

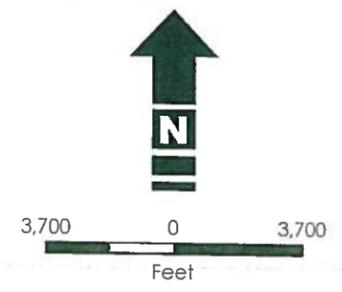
 DATE



Hemphill County Reinvestment Zone

Miami Wind Energy Project, Roberts-Hemphill-Gray County, Texas

Rev. 03
September 19, 2013



- Legend**
- Reinvestment Zone
 - Project Boundary
 - County Boundary
 - Road Classification**
 - US/State Route
 - Local Road
 - Dirt/Unpaved Road

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Invenergy
One South Wacker Drive Suite 1900
Chicago, Illinois 60606
(312) 224-1400

**RESOLUTION OF THE COMMISSIONERS COURT
OF HEMPHILL COUNTY, TEXAS
DESIGNATING HEMPHILL REINVESTMENT ZONE #1**

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

WHEREAS, the Commissioners Court of Hemphill 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 Hemphill County for Granting a Tax Abatement in Reinvestment Zone Created in Hemphill County, Texas (the “Guidelines”); and

WHEREAS, on September 9, 2013, a hearing before the Commissioners Court of Hemphill 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 Hemphill 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 Hemphill 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 HEMPHILL 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 Hemphill 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 of 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 on Exhibit "B", the map shall control; and,
- (c) That creation of the reinvestment zone will result in benefits to Hemphill County, Texas and to 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 or 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 Hemphill County, Texas, and that the entire tract of land is located entirely within an unincorporated area of Hemphill County, Texas.

SECTION 3. That pursuant to the Property Redevelopment and Tax Abatement Act, as amended, and the Guidelines, Hemphill County Commissioner's Court hereby creates Hemphill Reinvestment Zone #1, 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 as Hemphill Reinvestment Zone #1.

SECTION 4. That Hemphill Reinvestment Zone #1 shall take effect on September 9, 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.

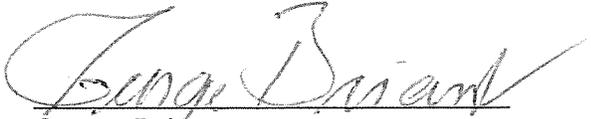
SECTION 5. That if any section, paragraph, clause or provision of this Resolution shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause, or provision shall not affect any of the remaining provisions of this Resolution.

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 Hemphill County Commissioners Court at which this Resolution was adopted was posted at a place convenient 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

officer of any affected taxing entity as prescribed by the Property Redevelopment and Tax Abatement Act.

PASSED, APPROVED AND ADOPTED on this the 9th day of September, 2013.

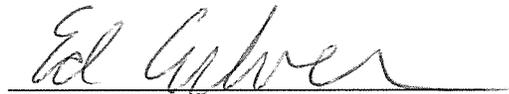
Hemphill County Commissioners Court



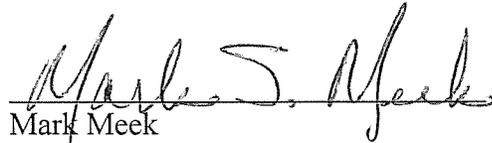
George Briant
Hemphill County Judge



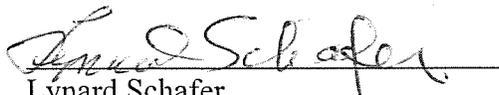
Coleman Bartlett
Precinct 1 Commissioner



Ed Culver
Precinct 2 Commissioner

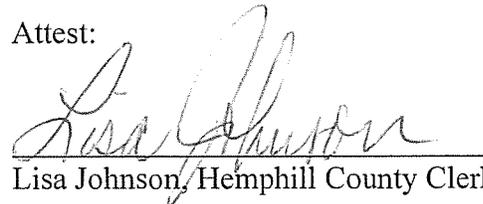


Mark Meek
Precinct 3 Commissioner



Lynard Schafer
Precinct 4 Commissioner

Attest:



Lisa Johnson, Hemphill County Clerk

EXHIBIT A
LEGAL DESCRIPTION OF
HEMPHILL REINVESTMENT ZONE #1

Hemphill Reinvestment Zone #1 is comprised of the following legal description. In the event of discrepancy between this Exhibit "A" and the attached map on Exhibit "B", Exhibit "B" shall control.

LEGAL DESCRIPTION: BEING ALL OF AND ANY PORTIONS OF THE FOLLOWING SECTIONS OF LAND LYING IN AND BEING SITUATED OUT OF HEMPHILL COUNTY, TEXAS AND CONTAINING APPROXIMATELY 43,700 ACRES OF LAND, MORE OR LESS; SAID SECTIONS OF LAND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

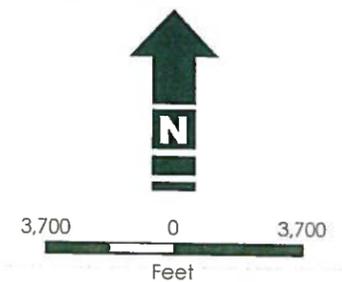
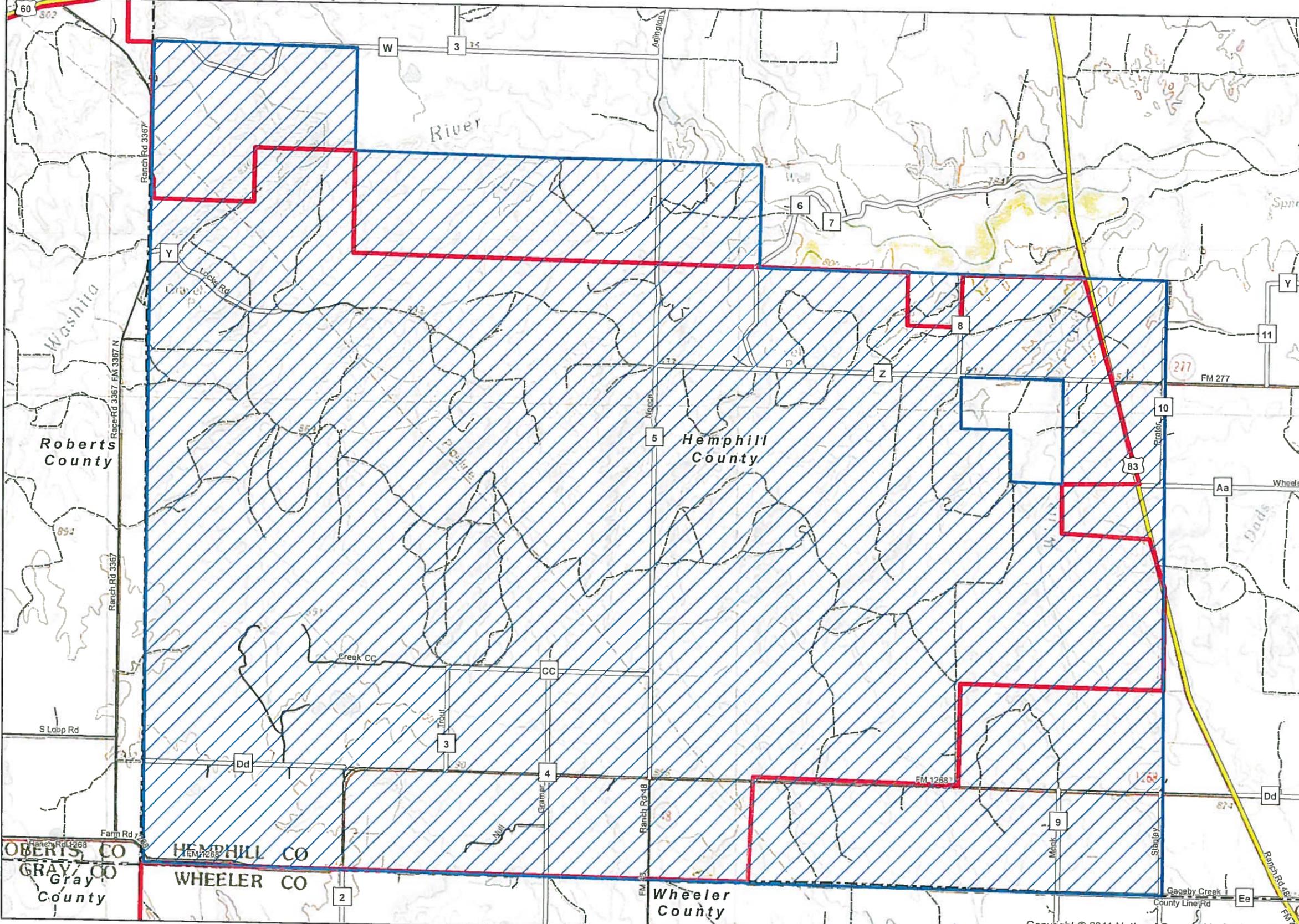
- Section 59, Block A-2, Abstract 115, H&GN RR Co. Survey
- Section 60, Block A-2, Abstract 941, H&GN RR Co. Survey
- Section 58, Block A-2, Abstract 940, H&GN RR Co. Survey
- Section 57, Block A-2, Abstract 114, H&GN RR Co. Survey
- Section 56, Block A-2, Abstract 939, H&GN RR Co. Survey
- Section 55, Block A-2, Abstract 113, H&GN RR Co. Survey
- Section 54, Block A-2, Abstract 836, H&GN RR Co. Survey
- Section 53, Block A-2, Abstract 112, H&GN RR Co. Survey
- Section 48, Block A-2, Abstract 1140, H&GN RR Co. Survey
- Section 47, Block A-2, Abstract 109, H&GN RR Co. Survey
- Section 46, Block A-2, Abstract 1332 & Abstract 1134, H&GN RR Co. Survey
- Section 45, Block A-2, Abstract 108, H&GN RR Co. Survey
- Section 44, Block A-2, Abstract 967, H&GN RR Co. Survey
- Section 43, Block A-2, Abstract 107, H&GN RR Co. Survey
- Section 42, Block A-2, Abstract 966, H&GN RR Co. Survey
- Section 41, Block A-2, Abstract 106, H&GN RR Co. Survey
- Section 40, Block A-2, Abstract 1123, H&GN RR Co. Survey
- Section 39, Block A-2, Abstract 105, H&GN RR Co. Survey
- Section 38, Block A-2, Abstract 1057, H&GN RR Co. Survey
- Section 37, Block A-2, Abstract 104, H&GN RR Co. Survey
- Section 36, Block A-2, Abstract 1124, H&GN RR Co. Survey
- Section 35, Block A-2, Abstract 103, H&GN RR Co. Survey
- Section 34, Block A-2, Abstract 1184, H&GN RR Co. Survey
- Section 33, Block A-2, Abstract 102, H&GN RR Co. Survey
- Section 32, Block A-2, Abstract 1135, H&GN RR Co. Survey
- Section 31, Block A-2, Abstract 101, H&GN RR Co. Survey

- SW/4 of Section 30, Block A-2, Abstract 1288, H&GN RR Co. Survey
- Section 29, Block A-2, Abstract 100, H&GN RR Co. Survey
- Section 235, Block C, Abstract 603, G&M&MB&A Survey
- Section 234, Block C, Abstract 622, G&M&MB&A Survey
- Section 233, Block C, Abstract 621, G&M&MB&A Survey
- Section 232, Block C, Abstract 620, G&M&MB&A Survey
- Section 231, Block C, Abstract 602, G&M&MB&A Survey
- Section 28, Block A-2, Abstract 1289 & Abstract 1178, H&GN RR Co. Survey
- Section 27, Block A-2, Abstract 99, H&GN RR Co. Survey
- Section 26, Block A-2, Abstract 1042, H&GN RR Co. Survey
- Section 25, Block A-2, Abstract 98, H&GN RR Co. Survey
- Section 24, Block A-2, Abstract 887, H&GN RR Co. Survey
- Section 23, Block A-2, Abstract 97, H&GN RR Co. Survey
- Section 22, Block A-2, Abstract 886, H&GN RR Co. Survey
- Section 21, Block A-2, Abstract 96, H&GN RR Co. Survey
- Section 20, Block A-2, Abstract 1114, H&GN RR Co. Survey
- Section 19, Block A-2, Abstract 95, H&GN RR Co. Survey
- Section 240, Block C, Abstract 608, G&M&MB&A Survey
- Section 239, Block C, Abstract 607, G&M&MB&A Survey
- Section 238, Block C, Abstract 606, G&M&MB&A Survey
- Section 237, Block C, Abstract 605, G&M&MB&A Survey
- Section 236, Block C, Abstract 604, G&M&MB&A Survey
- Section 69, Block M-1, Abstract 151, H&GN RR Co. Survey
- Section 76, Block M-1, Abstract 1132, H&GN RR Co. Survey
- Section 77, Block M-1, Abstract 153, H&GN RR Co. Survey
- Section 84, Block M-1, Abstract 1076A, H&GN RR Co. Survey
- Section 85, Block M-1, Abstract 15, H&GN RR Co. Survey
- Section 18, Block A-2, Abstract 1041, H&GN RR Co. Survey
- Section 17, Block A-2, Abstract 94, H&GN RR Co. Survey
- Section 16, Block A-2, Abstract 1272 & Abstract 885, H&GN RR Co. Survey
- Section 15, Block A-2, Abstract 93, H&GN RR Co. Survey
- Section 14, Block A-2, Abstract 1243, H&GN RR Co. Survey
- Section 13, Block A-2, Abstract 92, H&GN RR Co. Survey
- Section 12, Block A-2, Abstract 1299, Abstract 1356 & Abstract 1009, H&GN RR Co. Survey
- Section 11, Block A-2, Abstract 91, H&GN RR Co. Survey
- Section 10, Block A-2, Abstract 1115, Abstract 1274 & Abstract 1284, H&GN RR Co. Survey

- Section 9, Block A-2, Abstract 90, H&GN RR Co. Survey
- Section 86, Block M-1, Abstract 1077, H&GN RR Co. Survey
- Section 83, Block M-1, Abstract 154, H&GN RR Co. Survey
- Section 78, Block M-1, Abstract 901, H&GN RR Co. Survey
- Section 75, Block M-1, Abstract 152, H&GN RR Co. Survey
- Section 70, Block M-1, Abstract 902, H&GN RR Co. Survey

EXHIBIT "B"
MAP OF
HEMPHILL REINVESTMENT ZONE #1

(See attached map dated September 19, 2013)



- Legend**
-  Reinvestment Zone
 -  Project Boundary
 -  County Boundary
 - Road Classification**
 -  US/State Route
 -  Local Road
 -  Dirt/Unpaved Road

Hemphill County Reinvestment Zone

Miami Wind Energy Project, Roberts-Hemphill-Gray County, Texas

Rev. 03
September 19, 2013

Invenergy

One South Wacker Drive Suite 1900
Chicago, Illinois 60606
(312) 224-1400

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HEMPHILL REINVESTMENT ZONE #1

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- Section 54, Block A-2, Abstract 836, H&GN RR Co. Survey
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- Section 41, Block A-2, Abstract 106, H&GN RR Co. Survey
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- Section 38, Block A-2, Abstract 1057, H&GN RR Co. Survey
- Section 37, Block A-2, Abstract 104, H&GN RR Co. Survey
- Section 36, Block A-2, Abstract 1124, H&GN RR Co. Survey
- Section 35, Block A-2, Abstract 103, H&GN RR Co. Survey
- Section 34, Block A-2, Abstract 1184, H&GN RR Co. Survey
- Section 33, Block A-2, Abstract 102, H&GN RR Co. Survey
- Section 32, Block A-2, Abstract 1135, H&GN RR Co. Survey
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- Section 84, Block M-1, Abstract 1076A, H&GN RR Co. Survey
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- Section 86, Block M-1, Abstract 1077, H&GN RR Co. Survey
- Section 83, Block M-1, Abstract 154, H&GN RR Co. Survey
- Section 78, Block M-1, Abstract 901, H&GN RR Co. Survey
- Section 75, Block M-1, Abstract 152, H&GN RR Co. Survey
- Section 70, Block M-1, Abstract 902, H&GN RR Co. Survey