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August 2, 2013

Jenny Hicks
Michelle Luera
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 – Miami Wind I, LLC to Miami ISD

Dear Jenny and Michelle:

Enclosed please find an application for appraised value limitation on qualified property submitted to Miami ISD by Miami Wind I, LLC on July 30, 2013. A CD containing this document is also enclosed.

The Miami ISD Board elected to accept the application on July 30, 2013. The application was determined to be complete on July 30, 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 Robert and Gray County Appraisal Districts accordance with 34 Tex. Admin. Code §9.1054. Please feel free to contact me if you have any questions or concerns.

Sincerely,

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

Audie Sciumbato, PhD

Enclosures

H4MA3SDH0D4LTU

cc: Chief Appraiser, Roberts County Appraisal District
Chief Appraiser, Gray County Appraisal District
Evan Horn, Ryan, LLC



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
		July 30, 2013
First Name	Last Name	
Donna	Gill	
Title		
Superintendent		
School District Name		
Miami ISD		
Street Address		
100 Warrior Lane		
Mailing Address		
100 Warrior Lane		
City	State	ZIP
Miami	Texas	79059
Phone Number	Fax Number	
806-868-3971		
Mobile Number (optional)	E-mail Address	
	Donna.Gill@region16.net	

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

Will consultant be primary contact? Yes No



SCHOOL DISTRICT INFORMATION - CERTIFICATION OF APPLICATION (CONTINUED)

Authorized School District Consultant (If Applicable)

First Name **Audie** Last Name **Sciumbato**

Title **Attorney**

Firm Name **Underwood Law Firm, P.C.**

Street Address

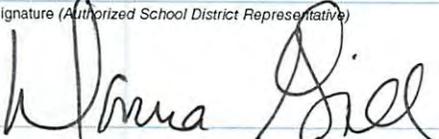
Mailing Address **P.O. Box 1655**

City **Hereford** State **TX** 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 **7-30-13**

Has the district determined this application complete? Yes No

If yes, date determined complete. July 30, 2013

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

SCHOOL DISTRICT CHECKLIST AND REQUESTED ATTACHMENTS

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



APPLICANT INFORMATION - CERTIFICATION OF APPLICATION

Authorized Business Representative (Applicant)

First Name Bryan		Last Name Schueler	
Title Senior Vice President, Development			
Organization Invenergy LLC			
Street Address One South Wacker Drive, Suite 1900			
Mailing Address One South Wacker Drive, Suite 1900			
City Chicago		State IL	ZIP 60606
Phone Number 312-582-1421		Fax Number	
Mobile Number (optional)		Business e-mail Address bschueler@invenergyllc.com	

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

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

First Name Joe		Last Name Condo	
Title General Counsel			
Organization Invenergy LLC			
Street Address One South Wacker Drive, Suite 1900			
Mailing Address One South Wacker Drive, Suite 1900			
City Chicago		State IL	ZIP 60606
Phone Number 312-582-1465		Fax Number	
Mobile Number (optional)		E-mail Address	

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

Will consultant be primary contact? Yes No



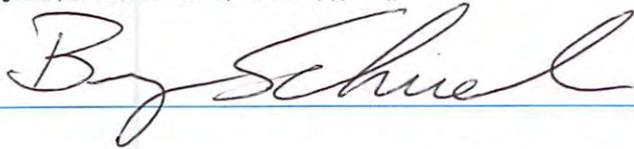
APPLICANT INFORMATION - CERTIFICATION OF APPLICATION (CONTINUED)

Authorized Company Consultant (If Applicable)

First Name Evan		Last Name Horn	
Title Manager			
Firm Name Ryan, LLC			
Street Address 400 W 15th Street, Suite 700			
Mailing Address 400 W 15th Street, Suite 700			
City Austin		State TX	ZIP 78701
Phone Number 512-691-6067		Fax Number	
Business email Address Evan.Horn@Ryan.com			

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 7/25/2013
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GIVEN under my hand and seal of office this 25th day of July, 2013



Ruth M. Nadolny
Notary Public, State of Illinois

(Notary Seal)

My commission expires 3.8.2017

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

FEES AND PAYMENTS

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

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

Please answer only either A OR B:

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

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

BUSINESS APPLICANT INFORMATION

Legal Name under which application is made

Miami Wind I LLC

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

32045958413

NAICS code

221115*

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

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

See attachment for list of Chapter 313 agreements with Invenergy LLC subsidiaries.

APPLICANT BUSINESS STRUCTURE

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

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

Limited Liability Company

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

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

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

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

*2012 NAICS Code

ELIGIBILITY UNDER TAX CODE CHAPTER 313.024

- Are you an entity to which Tax Code, Chapter 171 applies? Yes No
- The property will be used as an integral part, or as a necessary auxiliary part, in one of the following activities:
- (1) manufacturing Yes No
 - (2) research and development Yes No
 - (3) a clean coal project, as defined by Section 5.001, Water Code Yes No
 - (4) an advanced clean energy project, as defined by Section 382.003, Health and Safety Code Yes No
 - (5) renewable energy electric generation Yes No
 - (6) electric power generation using integrated gasification combined cycle technology Yes No
 - (7) nuclear electric power generation Yes No
 - (8) a computer center that is used as an integral part or as a necessary auxiliary part for the activity conducted by applicant in one or more activities described by Subdivisions (1) through (7) Yes No
- Are you requesting that any of the land be classified as qualified investment? Yes No
- Will any of the proposed qualified investment be leased under a capitalized lease? Yes No
- Will any of the proposed qualified investment be leased under an operating lease? Yes No
- Are you including property that is owned by a person other than the applicant? Yes No
- Will any property be pooled or proposed to be pooled with property owned by the applicant in determining the amount of your qualified investment? Yes No

PROJECT DESCRIPTION

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

See checklist item #4

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

See checklist item #4

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 October 2013 Begin Hiring New Employees June 2014
 Construction Complete December 2014 Fully Operational December 2014
 Purchase Machinery & Equipment January 2014

Do you propose to construct a new building or to erect or affix a new improvement after your application review start date (date your application is finally determined to be complete)? Yes No
Note: Improvements made before that time may not be considered qualified property.

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

ECONOMIC INCENTIVES

Identify state programs the project will apply for:

State Source	Amount
_____	_____
_____	_____
_____	_____
Total	_____

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

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

Roberts, Gray, and Hemphill County - Chapter 312 agreements - 10 year abatements
 Roberts ESD #1 - Chapter 312 agreement - 10yr abatement
 Hemphill County Hospital District - Chapter 312 agreement - 10yr abatement

THE PROPERTY

Identify county or counties in which the proposed project will be located Roberts & Gray County

Central Appraisal District (CAD) that will be responsible for appraising the property Roberts & Gray CAD

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

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

County: Roberts (89%), Gray (11%) City: _____
(Name and percent of project) (Name and percent of project)

Hospital District: Emergency Services Dist #1(89%) Water District: Panhandle Water Dist #3(89%), Gray Co Water Dist(11%)
(Name and percent of project) (Name and percent of project)

Other (describe): Clarendon Community College(11%) Other (describe): _____
(Name and percent of project) (Name and percent of project)

Is the project located entirely within this ISD? Yes No

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

The Miami Wind Energy project will consist of an estimated 166 turbines totalling an estimated 280 MWs. 95 of these turbines will be located in Miami ISD, 50 in Ft. Elliott CISD, and 21 in Canadian ISD.

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? \$10,000,000

What is your total estimated *qualified* investment? \$266,936,306 (60% 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? \$266,936,306

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

Attach the following items to this application:

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

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

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

- (1) in or on the new building or other new improvement for which you are applying? Yes No
- (2) if not in or on the new building or other new improvement for which you are applying for an appraised value limitation, is the personal property necessary and ancillary to the business conducted in the new building or other new improvement? Yes No
- (3) on the same parcel of land as the building for which you are applying for an appraised value limitation? Yes No

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

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

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

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

QUALIFIED PROPERTY

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

Attach the following items to this application:

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

Land

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

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

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

Will the project be on leased land? Yes No

*Reinvestment zone has been established in Roberts County, but has not been set in Gray County.

QUALIFIED PROPERTY (CONTINUED)

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

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

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

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

Miscellaneous

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

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

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

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

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

WAGE AND EMPLOYMENT INFORMATION

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

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

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

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

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

Total number of new jobs that will have been created when fully operational 8* associated with Miami ISD

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

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

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

What is the maximum number of qualifying jobs meeting all criteria of §313.021(3) you are committing to create? 8* associated with Miami ISD

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

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

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

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

*Because the turbine layout and full project scope has yet to be determined, we currently assume that 60% of the project will be located in Miami ISD and an estimated 8 jobs will be created. However, potential changes later in the year may affect the number of turbines located in Miami ISD and alter the amount of jobs associated with the school district. See the attached statement for more details regarding the job waiver request.

WAGE AND EMPLOYMENT INFORMATION (CONTINUED)

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

110% of the county average weekly wage for all jobs (all industries) in the county is \$682.83
 110% of the county average weekly wage for manufacturing jobs in the county is \$814.83
 110% of the county average weekly wage for manufacturing jobs in the region is \$885.29

Please identify which Tax Code section you are using to estimate the wage standard required for this project:

§313.021(5)(A) or §313.021(5)(B) or §313.021(3)(E)(ii), or §313.051(b)?

What is the estimated minimum required annual wage for each qualifying job based on the qualified property? \$46,035

What is the estimated minimum required annual wage you are committing to pay for each of the qualifying jobs you create on the qualified property? \$48,700

- Will 80% of all new jobs created by the owner be qualifying jobs as defined by 313.021(3)? Yes No
 - Will each qualifying job require at least 1,600 of work a year? Yes No
 - Will any of the qualifying jobs be jobs transferred from one area of the state to another? Yes No
 - Will any of the qualifying jobs be retained jobs? Yes No
 - Will any of the qualifying jobs be created to replace a previous employee? Yes No
 - Will any required qualifying jobs be filled by employees of contractors? Yes No
- If yes, what percent? Approximately 30% of the technician positions may be filled by contractors

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

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

In addition to annual salary, each qualified position will be eligible to receive medical, dental, vision and participate in a 401k retirement plan.

ECONOMIC IMPACT

- Is an Economic Impact Analysis attached (If supplied by other than the Comptroller's office)? Yes No
- Is Schedule A completed and signed for all years and attached? Yes No
- Is Schedule B completed and signed for all years and attached? Yes No
- Is Schedule C (Application) completed and signed for all years and attached? Yes No
- Is Schedule D completed and signed for all years and attached? Yes No

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

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

CONFIDENTIALITY NOTICE

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

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

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

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

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

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

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

Other information in the custody of a school district or the comptroller submitted in connection with the application, including information related to the economic impact of a project or the essential elements of eligibility under Texas Tax Code, Chapter 313, such as

the nature and amount of the projected investment, employment, wages, and benefits, will not be considered confidential business information and will be posted on the internet.

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

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

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



COMPANY CHECKLIST AND REQUESTED ATTACHMENTS

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

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

CHECK LIST ITEM #2

Proof of Payment of Application Fee

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)*

CHECKLIST ITEM #3

Combined Group Membership Documentation

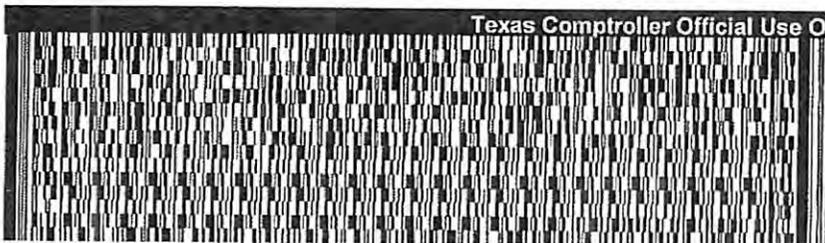
Texas Franchise Tax Extension Affiliate List

■ Reporting entity taxpayer number 12006168525	■ Report year 2013	Reporting entity taxpayer name POLSKY ENERGY HOLDINGS LLC
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LEGAL NAME OF AFFILIATE	AFFILIATE'S TEXAS TAXPAYER NUMBER (If none, enter FEI number)	CHECK BOX IF AFFILIATE DOES NOT HAVE NEXUS IN TEXAS
1. INVENERGY LLC	■ 13644627930	■ <input type="checkbox"/>
2. INVENERGY SERVICES LLC	■ 32020649813	■ <input type="checkbox"/>
3. INVENERGY ENERGY MGMT LLC	■ 32038203900	■ <input type="checkbox"/>
4. INVENERGY WIND NORTH AMERICA	■ 12082346938	■ <input type="checkbox"/>
5. DOUGHERTY WIND ENERGY LLC	■ 32037772806	■ <input type="checkbox"/>
6. GOLDWATHE WIND ENERGY LLC	■ 32037772772	■ <input type="checkbox"/>
7. GUNSIGHT MIN WIND ENERGY LLC	■ 32033576318	■ <input type="checkbox"/>
8. INVENERGY MET LLC	■ 32037132977	■ <input type="checkbox"/>
9. INVENERGY WIND DEVELOPMENT	■ 32034181217	■ <input type="checkbox"/>
10. PISTOL HILL WIND ENERGY LLC	■ 32033576326	■ <input type="checkbox"/>
11. STERLING WIND ENERGY LLC	■ 32033691760	■ <input type="checkbox"/>
12. POLSKY ENERGY INVESTMENTS	■ 200616874	■ <input checked="" type="checkbox"/>
13. INVENERGY INVESTMENT CO LLC	■ 371456538	■ <input checked="" type="checkbox"/>
14. INVENERGY WIND HOLDINGS LLC	■ 263467425	■ <input checked="" type="checkbox"/>
15. INVENERGY WIND INVESTMENT CORP.	■ 300447600	■ <input checked="" type="checkbox"/>
16. INVENERGY WIND FINANCING LLC	■	■ <input checked="" type="checkbox"/>
17. INVENERGY WIND LLC	■ 200783399	■ <input checked="" type="checkbox"/>
18. INVENERGY THERMAL LLC	■ 203817973	■ <input checked="" type="checkbox"/>
19. INVENERGY SOLAR LLC	■ 270748782	■ <input checked="" type="checkbox"/>
20. INVENERGY ROC HOLDINGS	■ 263866744	■ <input checked="" type="checkbox"/>
21. INVENERGY WIND FINANCE ROC LLC	■	■ <input checked="" type="checkbox"/>

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Do not file this form when requesting a second extension.



Texas Comptroller Official Use Only

VE/DE	<input type="checkbox"/>	FM	<input type="checkbox"/>
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Texas Franchise Tax Extension Affiliate List

■ Tcode 13298

■ Reporting entity taxpayer number

■ Report year

Reporting entity taxpayer name

12006168525

2013

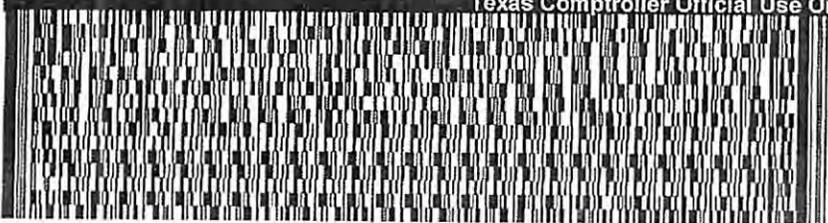
POLSKY ENERGY HOLDINGS LLC

LEGAL NAME OF AFFILIATE	AFFILIATE'S TEXAS TAXPAYER NUMBER (If none, enter FEI number)	CHECK BOX IF AFFILIATE DOES NOT HAVE NEXUS IN TEXAS
1. INVEENERGY COASTAL HOLDINGS LLC	■ 263756863	■ <input checked="" type="checkbox"/>
2. INVEENERGY LOGAN HOLDING CO LLC	■ 208762182	■ <input checked="" type="checkbox"/>
3. INVEENERGY LOGAN FINANCE CO LLC	■ 208763301	■ <input checked="" type="checkbox"/>
4. STANTON WIND HOLDINGS LLC	■	■ <input checked="" type="checkbox"/>
5. BEECH RIDGE ENERGY LLC	■ 263207197	■ <input checked="" type="checkbox"/>
6. BIG OTTER WIND LLC	■	■ <input checked="" type="checkbox"/>
7. BISHOP HILL ENERGY LLC	■ 264583832	■ <input checked="" type="checkbox"/>
8. BISHOP HILL ENERGY II LLC	■ 273400990	■ <input checked="" type="checkbox"/>
9. BRUSH CREEK WIND ENERGY LLC	■	■ <input checked="" type="checkbox"/>
10. BRUSH CREEK WIND ENERGY II LLC	■	■ <input checked="" type="checkbox"/>
11. CA RIDGE WIND ENERGY LLC	■ 272168311	■ <input checked="" type="checkbox"/>
12. CROW CREEK ENERGY LLC	■	■ <input checked="" type="checkbox"/>
13. FORWARD ENERGY II LLC	■ 260562274	■ <input checked="" type="checkbox"/>
14. GRAND RIDGE ENERGY IV LLC	■ 263294276	■ <input checked="" type="checkbox"/>
15. HARDIN WIND ENERGY LLC	■	■ <input checked="" type="checkbox"/>
16. HEARTLAND WIND ENERGY LLC	■	■ <input checked="" type="checkbox"/>
17. HIGHLAND WIND ENERGY LLC	■	■ <input checked="" type="checkbox"/>
18. HORN BUTTE WIND ENERGY LLC	■	■ <input checked="" type="checkbox"/>
19. HORSE LAKE WIND ENERGY LLC	■ 352324869	■ <input checked="" type="checkbox"/>
20. HURRICANE LAKE WIND ENERGY I LLC	■	■ <input checked="" type="checkbox"/>
21. IDAHO WIND GENERATION CO LLC	■	■ <input checked="" type="checkbox"/>

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Texas Franchise Tax Extension Affiliate List

■ Reporting entity taxpayer number

■ Report year

Reporting entity taxpayer name

12006168525

2013

POLSKY ENERGY HOLDINGS LLC

LEGAL NAME OF AFFILIATE	AFFILIATE'S TEXAS TAXPAYER NUMBER (If none, enter FEI number)	CHECK BOX IF AFFILIATE DOES NOT HAVE NEXUS IN TEXAS
1. INVENERGY NEW YORK LLC	■ 061680634	■ <input checked="" type="checkbox"/>
2. INVENERGY PARTS LLC	■ 32039357473	■ <input type="checkbox"/>
3. INVENERGY RENEWABLE LLC	■ 263434351	■ <input type="checkbox"/>
4. INVENERGY TX TRADING I LLC	■	■ <input checked="" type="checkbox"/>
5. INVENERGY TX TRADING II LLC	■	■ <input checked="" type="checkbox"/>
6. INVENERGY WIND DEV IGWA LLC	■	■ <input checked="" type="checkbox"/>
7. INVENERGY WIND DEVELOPMENT ND	■	■ <input checked="" type="checkbox"/>
8. INVENERGY WIND DEV OK LLC	■ 204126112	■ <input checked="" type="checkbox"/>
9. INVENERGY WIND FIN CO III LLC	■ 204135995	■ <input checked="" type="checkbox"/>
10. IWF NORTH AMERICA LLC	■ 208906923	■ <input checked="" type="checkbox"/>
11. INVENERGY WIND MONTANA LLC	■	■ <input checked="" type="checkbox"/>
12. JUDITH GAP WIND ENERGY II LLC	■	■ <input checked="" type="checkbox"/>
13. LA SIERRITA WIND LLC	■	■ <input checked="" type="checkbox"/>
14. LASSEN WIND GENERATION LLC	■ 208805949	■ <input checked="" type="checkbox"/>
15. LEDGE WIND ENERGY LLC	■ 263477676	■ <input checked="" type="checkbox"/>
16. OCEANA WIND LLC	■ 204540080	■ <input checked="" type="checkbox"/>
17. PINE RIDGE ENERGY LLC	■	■ <input checked="" type="checkbox"/>
18. PRAIRIE BREEZE WIND ENERGY LLC	■	■ <input checked="" type="checkbox"/>
19. SEGDWICK WIND ENERGY LLC	■	■ <input checked="" type="checkbox"/>
20. STONY CREEK ENERGY LLC	■ 262082798	■ <input checked="" type="checkbox"/>
21. INVENERGY WIND MANAGEMENT LLC	■	■ <input checked="" type="checkbox"/>

Note: To file an extension request for a reporting entity and its affiliates, Form 05-164 (Texas Franchise Tax Extension Request) must be submitted with this affiliate list. The filing of this list by itself does not constitute a properly filed Extension Request.

Do not file this form when requesting a second extension.

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VE/DE	<input type="checkbox"/>	FM	<input type="checkbox"/>
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Texas Franchise Tax Extension Affiliate List

■ Tcode 13298

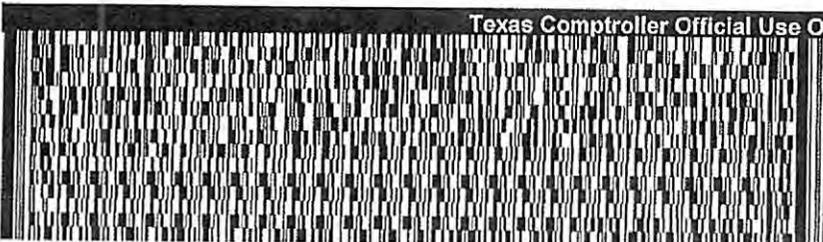
■ Reporting entity taxpayer number ■ Report year Reporting entity taxpayer name

LEGAL NAME OF AFFILIATE	AFFILIATE'S TEXAS TAXPAYER NUMBER (If none, enter FEI number)	CHECK BOX IF AFFILIATE DOES NOT HAVE NEXUS IN TEXAS
1. SUMMIT RIDGE ENERGY LLC		<input checked="" type="checkbox"/>
2. TECATE DIVIDE WIND ENERGY LLC	300475081	<input checked="" type="checkbox"/>
3. TEHACHAPI CONNECT LLC		<input checked="" type="checkbox"/>
4. WHITE OAK ENERGY LLC	208468199	<input checked="" type="checkbox"/>
5. MORESVILLE ENERGY LLC	261363691	<input checked="" type="checkbox"/>
6. STEVMIC PROPERTIES LLC	300526664	<input checked="" type="checkbox"/>
7. INVENERGY THERMAL FIN LLC	208687404	<input checked="" type="checkbox"/>
8. MCDOWELL COUNTY ENERGY LLC	262661421	<input checked="" type="checkbox"/>
9. INVENERGY THERMAL HOLDINGS LLC	204577532	<input checked="" type="checkbox"/>
10. INVENERGY THERMAL HLDGS II LLC	205028278	<input checked="" type="checkbox"/>
11. INVENERGY TURBINE CO II LLC	203960201	<input checked="" type="checkbox"/>
12. INVENERGY THERMAL DEV LLC	261563294	<input checked="" type="checkbox"/>
13. INVENERGY TN LLC	14215633919	<input checked="" type="checkbox"/>
14. INVENERGY SERVICES GRAND RIDGE LLC		<input checked="" type="checkbox"/>
15. DARKE WIND ENERGY LLC	270667704	<input checked="" type="checkbox"/>
16. GRAND RIDGE V LLC	271369315	<input checked="" type="checkbox"/>
17. GRATIOT COUNTY WIND LLC		<input checked="" type="checkbox"/>
18. INVENERGY WIND CALIFORNIA LLC	611594266	<input checked="" type="checkbox"/>
19. MORROW WIND ENERGY LLC	270449139	<input checked="" type="checkbox"/>
20. UNION WIND ENERGY LLC	264527222	<input checked="" type="checkbox"/>
21. BISHOP HILL HOLDINGS	453219221	<input checked="" type="checkbox"/>

Note: To file an extension request for a reporting entity and its affiliates, Form 05-164 (Texas Franchise Tax Extension Request) must be submitted with this affiliate list. The filing of this list by itself does not constitute a properly filed Extension Request.

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Texas Franchise Tax Extension Affiliate List

■ Tcode 13298

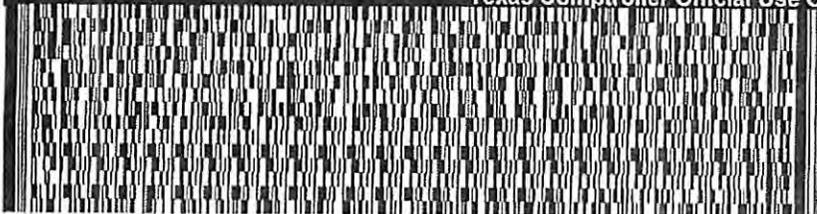
■ Reporting entity taxpayer number 12006168525	■ Report year 2013	Reporting entity taxpayer name FOLSKY ENERGY HOLDINGS LLC
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LEGAL NAME OF AFFILIATE	AFFILIATE'S TEXAS TAXPAYER NUMBER (If none, enter FEI number)	CHECK BOX IF AFFILIATE DOES NOT HAVE NEXUS IN TEXAS
1. INVENERGY SOLAR DEVELOPMENT LLC	270748913	<input checked="" type="checkbox"/>
2. COTTONACODS WIND ENERGY LLC		<input checked="" type="checkbox"/>
3. GRATIOT COUNTY WIND II LLC		<input checked="" type="checkbox"/>
4. HALES LAKE ENERGY LLC	800841363	<input checked="" type="checkbox"/>
5. INVENERGY ILLINOIS SOLAR I LLC	273411372	<input checked="" type="checkbox"/>
6. INVENERGY ILLINOIS SOLAR II LLC	273411444	<input checked="" type="checkbox"/>
7. INVENERGY ILLINOIS SOLAR III LLC	273426043	<input checked="" type="checkbox"/>
8. INVENERGY ILLINOIS SOLAR IV LLC	273438626	<input checked="" type="checkbox"/>
9. INVENERGY ILLINOIS WIND HOLDINGS LLC	273965256	<input checked="" type="checkbox"/>
10. INVENERGY SERVICES INSTALLATION LLC	273327310	<input checked="" type="checkbox"/>
11. INVENERGY WIND DEVELOPMENT MICHIGAN LLC	452605836	<input checked="" type="checkbox"/>
12. INVENERGY WIND DEVELOPMENT MONTANA LLC	273554310	<input checked="" type="checkbox"/>
13. INVENERGY WIND TURBINE TRANSPORT I LLC	272933240	<input checked="" type="checkbox"/>
14. INVENERGY WIND TURBINE TRANSPORT II LLC	272933334	<input checked="" type="checkbox"/>
15. BELIGH WIND ENERGY LLC		<input checked="" type="checkbox"/>
16. OLD STATE ENERGY LLC		<input checked="" type="checkbox"/>
17. PLEASANT RIDGE ENERGY LLC		<input checked="" type="checkbox"/>
18. TIDEWATER SOLAR ENERGY LLC		<input checked="" type="checkbox"/>
19. TONOPAH ENERGY LLC	273411491	<input checked="" type="checkbox"/>
20. TRICOUNTY WIND ENERGY LLC	273635437	<input checked="" type="checkbox"/>
21. TYRRELL ENERGY LLC		<input checked="" type="checkbox"/>

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VE/DE	<input type="checkbox"/>	FM	<input type="checkbox"/>
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Texas Franchise Tax Extension Affiliate List

■ Reporting entity taxpayer number

■ Report year

Reporting entity taxpayer name

12006168525

2013

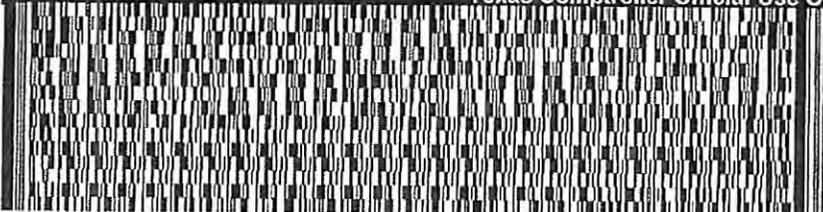
FOLSKY ENERGY HOLDINGS LLC

LEGAL NAME OF AFFILIATE	AFFILIATE'S TEXAS TAXPAYER NUMBER (If none, enter FEI number)	CHECK BOX IF AFFILIATE DOES NOT HAVE NEXUS IN TEXAS
1. VANTAGE CLASS B HOLDINGS LLC	272982377	<input checked="" type="checkbox"/>
2. WILKINSON ENERGY LLC		<input checked="" type="checkbox"/>
3. INVENERGY CLEAN POWER LLC	453417763	<input checked="" type="checkbox"/>
4. INVENERGY WIND GLOBAL LLC		<input checked="" type="checkbox"/>
5. INVENERGY WIND DEVELOPMENT HOLDINGS LLC		<input checked="" type="checkbox"/>
6. INVENERGY WIND DEVELOPMENT NORTH AMERICA, LLC		<input checked="" type="checkbox"/>
7. INVENERGY WIND POWER HOLDINGS LLC		<input checked="" type="checkbox"/>
8. INVENERGY WIND POWER LLC		<input checked="" type="checkbox"/>
9. INVENERGY WIND NORTH AMERICA HOLDINGS LLC	453698038	<input checked="" type="checkbox"/>
10. RED OAK ENERGY LLC		<input checked="" type="checkbox"/>
11. BUCKEYE WIND ENERGY LLC	452777576	<input checked="" type="checkbox"/>
12. GRATIOT COUNTY HOLDINGS LLC		<input checked="" type="checkbox"/>
13. HARDIN SOLAR ENERGY LLC		<input checked="" type="checkbox"/>
14. BECKETT SOLAR ENERGY LLC		<input checked="" type="checkbox"/>
15. QUINTON SOLAR ENERGY 1 LLC		<input checked="" type="checkbox"/>
16. JUDITH GAP WIND ENERGY III LLC		<input checked="" type="checkbox"/>
17. BIG OTTER WIND ENERGY II LLC		<input checked="" type="checkbox"/>
18. BEECH RIDGE ENERGY II LLC		<input checked="" type="checkbox"/>
19. BUZZARD CREEK ENERGY LLC		<input checked="" type="checkbox"/>
20. GRATIOT COUNTY WIND PHASE II LLC		<input checked="" type="checkbox"/>
21. ACCOMACK WIND ENERGY LLC		<input checked="" type="checkbox"/>

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Texas Franchise Tax Extension Affiliate List

Tcode 13298

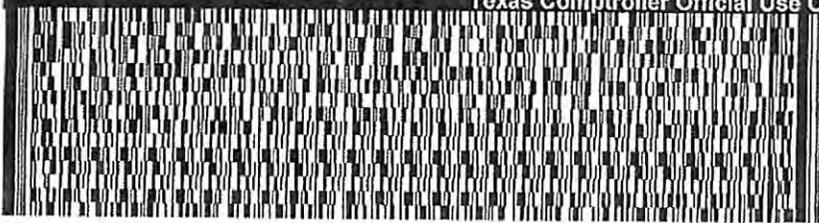
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LEGAL NAME OF AFFILIATE	AFFILIATE'S TEXAS TAXPAYER NUMBER (If none, enter FEI number)	CHECK BOX IF AFFILIATE DOES NOT HAVE NEXUS IN TEXAS
1. HEPPNER WIND ENERGY LLC		<input checked="" type="checkbox"/>
2. BEECH RIDGE HOLDINGS LLC		<input checked="" type="checkbox"/>
3. GRAND RIDGE GREEN HOLDINGS LLC	800873258	<input checked="" type="checkbox"/>
4. FORWARD ENERGY HOLDINGS LLC		<input checked="" type="checkbox"/>
5. IWFC HOLDINGS LLC		<input checked="" type="checkbox"/>
6. CALIFORNIA RIDGE CLASS B HOLDINGS LLC	460909292	<input checked="" type="checkbox"/>
7. CALIFORNIA RIDGE HOLDINGS LLC	800850058	<input checked="" type="checkbox"/>
8. CALIFORNIA RIDGE WIND ENERGY II LLC		<input checked="" type="checkbox"/>
9. HALES LAKE ENERGY II LLC	320386990	<input checked="" type="checkbox"/>
10. HALES LAKE ENERGY III LLC	364740400	<input checked="" type="checkbox"/>
11. MARSH HILL ENERGY LLC	800856885	<input checked="" type="checkbox"/>
12. WRAY WIND ENERGY LLC		<input checked="" type="checkbox"/>
13. STERLING FARMS WIND ENERGY LLC		<input checked="" type="checkbox"/>
14. CLARKTON SOLAR ENERGY LLC	900886991	<input checked="" type="checkbox"/>
15. PANTEGO WIND ENERGY LLC	900859617	<input checked="" type="checkbox"/>
16. INVENERGY ILLINOIS SOLAR I HOLDINGS LLC	460873725	<input checked="" type="checkbox"/>
17. BISHOP HILL ENERGY III LLC	320358450	<input checked="" type="checkbox"/>
18. BISHOP HILL ENERGY INTERCONNECTION LLC		<input checked="" type="checkbox"/>
19. PREBLE SOLAR ENERGY LLC	453249830	<input checked="" type="checkbox"/>
20. COLUMBUS SOLAR ENERGY LLC	611667460	<input checked="" type="checkbox"/>
21. INVENERGY US WIND HOLDINGS	800872533	<input checked="" type="checkbox"/>

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Texas Comptroller Official Use Only



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Texas Franchise Tax Extension Affiliate List

■ Tcode 13298

■ Reporting entity taxpayer number

■ Report year

Reporting entity taxpayer name

12006168525

2013

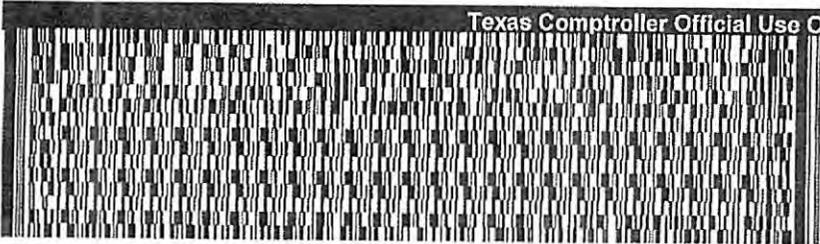
POLSKY ENERGY HOLDINGS LLC

LEGAL NAME OF AFFILIATE	AFFILIATE'S TEXAS TAXPAYER NUMBER (If none, enter FEI number)	CHECK BOX IF AFFILIATE DOES NOT HAVE NEXUS IN TEXAS
1. INVENERGY US WIND I HOLDINGS		<input checked="" type="checkbox"/>
2. INVENERGY WIND OPERATING I LLC	800873258	<input checked="" type="checkbox"/>
3. INVENERGY WIND GLOBAL LLC	900771171	<input checked="" type="checkbox"/>
4. INVENERGY WIND POWER HOLDINGS LLC		<input checked="" type="checkbox"/>
5. INVENERGY WIND POWER LLC	371650259	<input checked="" type="checkbox"/>
6. INVENERGY WIND EUROPEAN HOLDINGS LLC	453697965	<input checked="" type="checkbox"/>
7. INVENERGY WIND DEVELOPMENT HOLDINGS LLC		<input checked="" type="checkbox"/>
8. INVENERGY WIND OPERATIONAL HOLDINGS LLC	611691741	<input checked="" type="checkbox"/>
9. INVENERGY WIND EUROPE DEVELOPMENT HOLDING LLC	453693612	<input checked="" type="checkbox"/>
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18.		<input type="checkbox"/>
19.		<input type="checkbox"/>
20.		<input type="checkbox"/>
21.		<input type="checkbox"/>

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VE/DE	<input type="checkbox"/>	FM	<input type="checkbox"/>
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CHECKLIST ITEM

List of Chapter 313 Agreements with Invenergy LLC Subsidiaries:

<u>School District</u>	<u>First Full Tax Year</u>	<u>Company</u>
Spur ISD No. 71	2008	McAdoo Wind Energy LLC
Grady ISD No. 73	2008	Stanton Wind Energy LLC
Stanton ISD No. 72	2008	Stanton Wind Energy LLC
Hermleigh ISD No. 60	2008	Scurry County Wind LP
Snyder ISD No. 61	2008	Scurry County Wind LP
Blackwell CISD No. 93	2008	Turkey Track Wind Energy LLC
Goldthwaite ISD	2013	Goldthwaite Wind Energy LLC

CHECKLIST ITEM #4

A. Detailed Description of Project

Miami Wind I LLC anticipates constructing a wind-powered electric generating facility with an operating capacity of approximately 230-280 megawatts. The exact number of wind turbines and the size of each turbine will vary depending upon the wind turbines selected and the megawatt generating capacity of the project completed. Presently our plans are to install GE 1.7 megawatt turbines on property within the reinvestment zones in Roberts, Gray, and Hemphill Counties, Texas. Miami Wind I LLC estimates that 80 turbines are planned to be installed in Miami CISD in 2014 as well as 42 turbines in Ft. Elliott ISD, and 14 turbines in Canadian ISD. Miami Wind I may later decide to install up to 15 additional turbines in Miami ISD, 8 in Ft. Elliott, and 7 in Canadian ISD.

The additional improvements for the Miami Project will include but are not limited to, wind turbines, towers, foundations, roadways, buildings and offices, anemometer towers, computer equipment, furniture, company vehicles, electrical transmission cables and towers and electrical substations.

B. Ability to Relocate to Another State or Region

Invenergy develops, owns and operates wind energy projects across the US, Canada and in Europe. We have numerous developments in the nearby states of Kansas and Oklahoma, where the wind resource is equivalent and their taxing incentives are similar to Texas. The Miami Wind Energy project is currently in competition with a 250 MW wind project in Oklahoma, a 200 MW wind energy project in Kansas, and a 300 MW project in Texas.

CHECKLIST ITEM #5

Other School District Information

Miami Wind estimates that up to 85 megawatts of the estimated 280 megawatts of the project will be located in Ft. Elliott ISD. Miami Wind has filed an application for a tax limitation agreement with Ft. Elliott ISD.

Miami Wind estimates that up to 36 megawatts of the estimated 280 megawatts of the project will be located in Canadian ISD. Miami Wind has filed an application for a tax limitation agreement with Canadian ISD.

Of the total project costs, Miami Wind estimates that 60% of the project will be located and taxed within Miami ISD. Of the 40% remaining, 28% will be within Ft. Elliott ISD, and the final 12% in Canadian ISD.

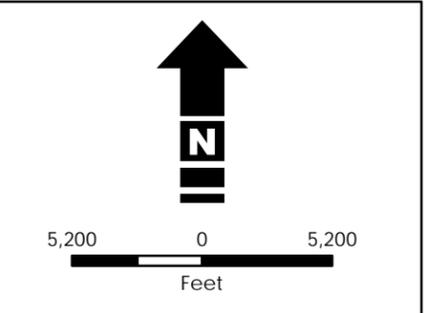
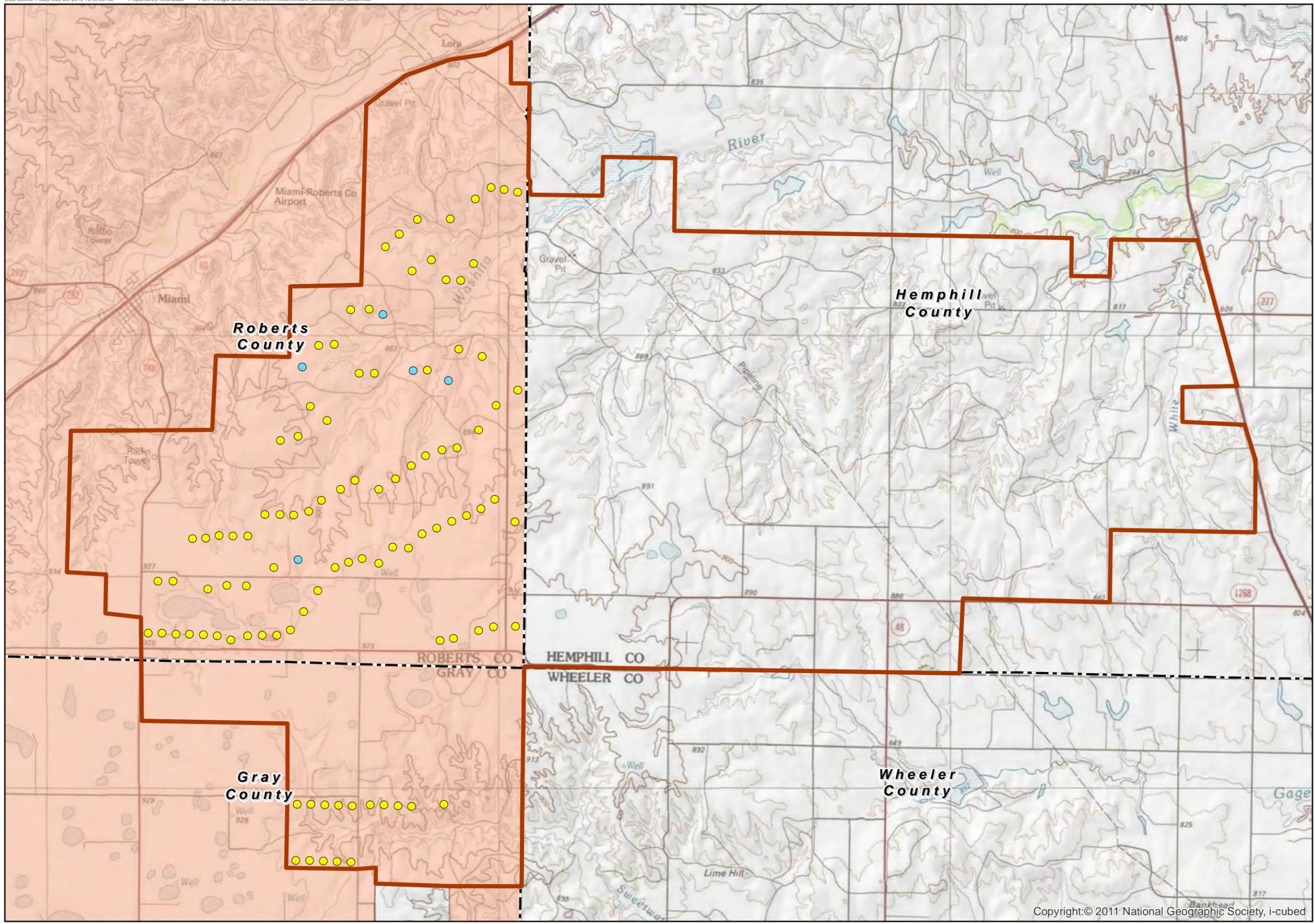
CHECKLIST ITEMS #6 AND #8

Description of Qualified Investment/ Qualified Property

Same in as #4 A and B

CHECKLIST ITEM #7 AND #9

Map of Qualified Investment / Qualified Property



- Legend**
- Proposed Turbine
 - Proposed Turbine (Alternative)
 - Project Boundary
 - County Boundary
 - Miami Independent School District

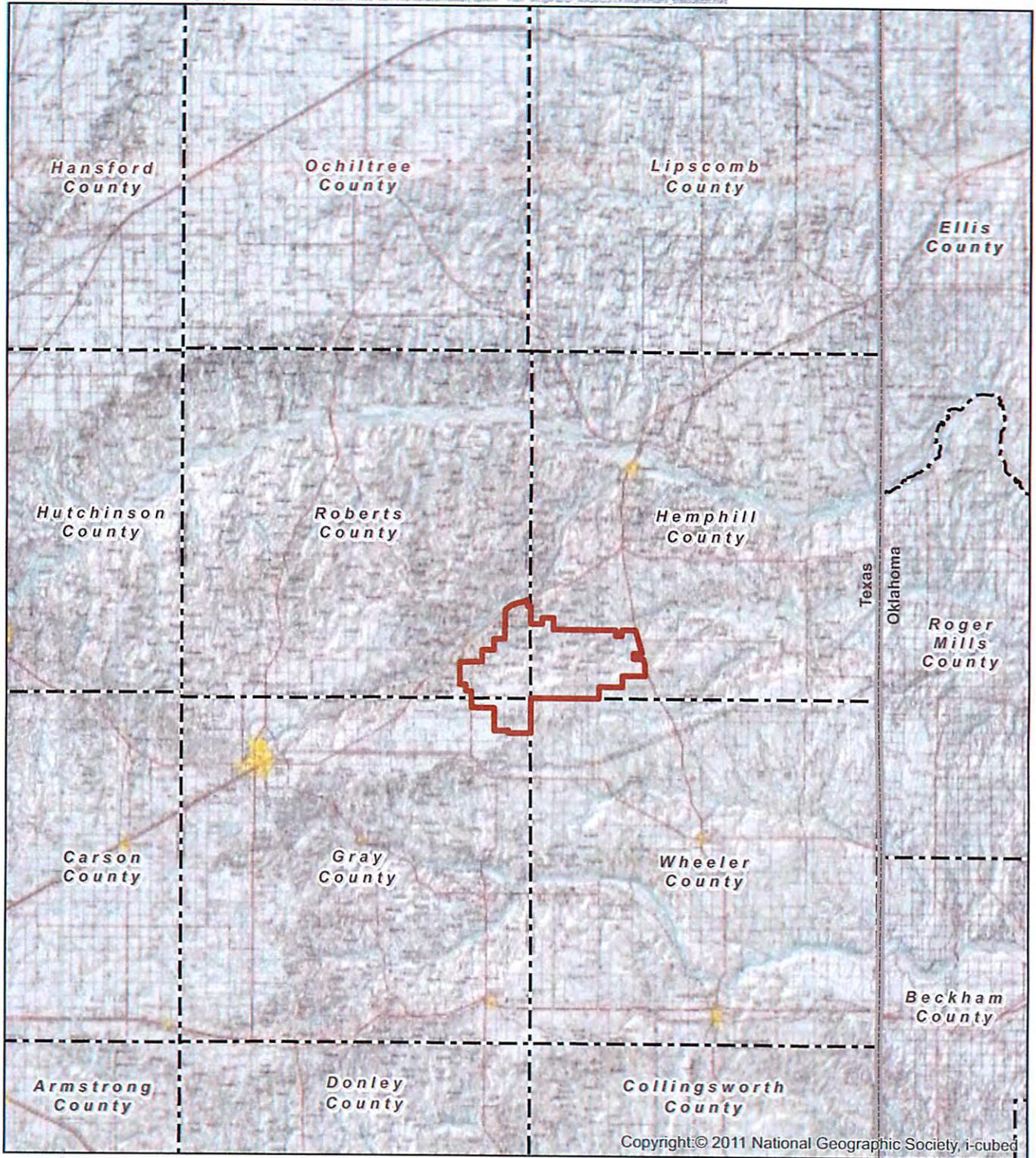
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Miami Independent School District and Proposed Turbine Layout Map

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

Rev. 02
July 26, 2013

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



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Legend

-  Project Boundary
-  County Boundary
-  State Boundary



Project Location Map

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

Rev. 00
July 26, 2013

Invenergy

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

CHECKLIST ITEM #13

Request for Waiver of Job Creation Requirement

Invenergy

July 25, 2013

Re: Miami Wind Employment Estimate

To Whom it May Concern,

Invenergy has developed and placed into service 39 wind projects across the United States and in Canada and Europe, totaling over 3,400 MW. As one of the largest owner/operators of wind farms in the United States, Invenergy has significant experience staffing wind projects. Several factors determine the ultimate ratio of technicians to turbines; among these factors are site layout and turbine technology.

In Invenergy's experience, a ratio of 1 technician for every 10 – 15 turbines is typical for projects that are staffed by full-time employees. Invenergy's latest project under development, the Goldthwaite project will be one of the first Invenergy sites to deploy the GE 1.7 MW turbines. The GE 1.7 machine is the latest evolution of the GE 1.x fleet, of which Invenergy operates over 1,500 units.

We anticipate the technician to turbine ratio to be similar to that for the GE 1.5 MW turbines. As a result, we anticipate requiring approximately 1 technician per 12 GE 1.7 MW machines.

For independent estimates of full-time employment at wind farms in Texas, please see the National Renewable Energy Laboratory's report *Economic Development Impact of 1,000 MW of Wind Energy in Texas* (<http://www.nrel.gov/docs/fy11osti/50400.pdf>). Section 3.2.2 states that 60 full-time jobs are created for 1,000 MW of wind capacity. Assuming a 1.5 MW unit, that is approximately 1 job per 11 wind turbines.

If you have any questions, please do not hesitate to contact me at (312) 582-1421.

Sincerely,



Bryan Schueler
Senior Vice President
Invenergy LLC

cc: Evan Horn

CHECKLIST ITEM #14

Calculation of three possible wage requirements with TWC documentation

Miami Wind Wage Calculations

Roberts County All Industries Average Weekly Wages

Year	Period	Area	Ownership	Division	Level	Ind Code	Industry	Avg Weekly Wages
2013	1st Qtr	Roberts County	Total All	0	0	10	Total, All Industries	631
2012	2nd Qtr	Roberts County	Total All	0	0	10	Total, All Industries	\$ 587
2012	3rd Qtr	Roberts County	Total All	0	0	10	Total, All Industries	\$ 609
2012	4th Qtr	Roberts County	Total All	0	0	10	Total, All Industries	\$ 656
4 Period Weekly Avg								\$ 620.75
110% Of Average								<u>\$ 682.83</u>

Roberts County Average Construction Weekly Wages (Construction Wages Not Available on TRACER, 2013 1st Qtr Construction Wages Unavailable)

Year	Period	Area	Ownership	Division	Level	Ind Code	Industry	Avg Weekly Wages
2012	1st Qtr	Roberts County	Total All	23	2	23	Construction	\$ 690
2012	2nd Qtr	Roberts County	Total All	23	2	23	Construction	\$ 728
2012	3rd Qtr	Roberts County	Total All	23	2	23	Construction	\$ 767
2012	4th Qtr	Roberts County	Total All	23	2	23	Construction	\$ 778
4 Period Weekly Avg								\$ 740.75
110% Of Average								<u>\$ 814.83</u>

Panhandle Regional Planning Commission

	Hourly	Annual
2012 Average Manufacturing Wages	\$ 20.12	\$ 41,850.00
Avg Weekly Wage		\$ 804.81
110% of Region Weekly Wage		\$ 885.29
110% of Annual Wages		\$ 46,035.00

CHECKLIST ITEM #15

Description of Benefits

Qualified employees of Miami Wind I LLC will be offered a full package of benefits including medical, dental and vision insurance with at least 80 percent of the premiums for the employee paid by Miami Wind I LLC. In addition each qualifying employee will receive paid vacation time, sick leave, life insurance, disability plans and 401(k) Retirement Savings Plans.

CHECKLIST ITEM #17 – 20

Schedules A-D

Schedule A (Rev. May 2010): Investment

Applicant Name: Miami Wind I LLC
 ISD Name: Miami ISD

Form 50-296

PROPERTY INVESTMENT AMOUNTS									
(Estimated investment in each year. Do not put cumulative totals.)									
		Year	School Year (YYYY-YYYY)	Tax Year (Fill in actual tax year below) YYYY	Column A: Tangible Personal Property The amount of new investment (original cost) placed in service during this year	Column B: Building or permanent nonremovable component of building (annual amount only)	Column C: Sum of A and B Qualifying Investment (during the qualifying time period)	Column D: Other investment that is not qualified investment but investment affecting economic impact and total value	Column E: Total Investment (A+B+D)
The year preceding the first complete tax year of the qualifying time period (assuming no deferrals)	Investment made before filing complete application with district (neither qualified property nor eligible to become qualified investment)		2013-2014	2013					
	Investment made after filing complete application with district, but before final board approval of application (eligible to become qualified property)				4,882,353				
	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)				840,539	840,539			
	Complete tax years of qualifying time period	1	2014-2015	2014	261,213,414		261,213,414	-	840,539
		2	2015-2016	2015					261,213,414
		3	2016-2017	2016					
Tax Credit Period (with 50% cap on credit)	Value Limitation Period	4	2017-2018	2017					
		5	2018-2019	2018					
		6	2019-2020	2019					
		7	2020-2021	2020					
		8	2021-2022	2021					
		9	2022-2023	2022					
		10	2023-2024	2023					
Credit Settle-Up Period	Continue to Maintain Viable Presence	11	2024-2025	2024					
		12	2025-2026	2025					
		13	2026-2027	2026					
	Post- Settle-Up Period	14	2027-2028	2027					
	Post- Settle-Up Period	15	2028-2029	2028					

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

Column A: This represents the total dollar amount of planned investment in tangible personal property the applicant considers qualified investment - as defined in Tax Code §313.021(1)(A)-(D). For the purposes of investment, please list amount invested each year, not cumulative totals.

[For the years outside the qualifying time period, this number should simply represent the planned investment in tangible personal property].

Include estimates of investment for "replacement" property-property that is part of original agreement but scheduled for probable replacement during limitation period.

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

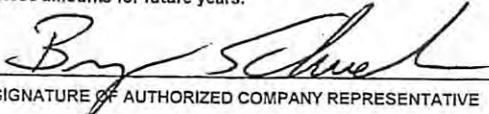
For the years outside the qualifying time period, this number should simply represent the planned investment in new buildings or nonremovable components of buildings.

Column D: Dollar value of other investment that may not be qualified investment but that may affect economic impact and total value for planning, construction and operation of the facility. The most significant example for many projects would be land. Other examples may be items such as professional services, etc.

Note: Land can be listed as part of investment during the "pre-year 1" time period. It cannot be part of qualifying investment.

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

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


 SIGNATURE OF AUTHORIZED COMPANY REPRESENTATIVE

7/26/2013
 DATE

Schedule B (Rev. May 2010): Estimated Market And Taxable Value
Miami Wind I LLC

Applicant Name

ISD Name

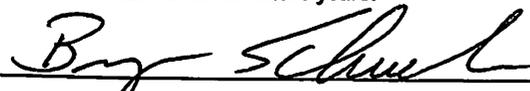
Miami ISD

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	-	-	5,772,892	-	5,772,892	5,772,892
		2	2015-2016	2015			266,936,306	-	266,936,306	266,936,306
	Tax Credit Period (with 50% cap on credit)	3	2016-2017	2016			250,920,128		250,920,128	10,000,000
		4	2017-2018	2017			235,864,920		235,864,920	10,000,000
		5	2018-2019	2018			221,713,025		221,713,025	10,000,000
		6	2019-2020	2019			208,410,243		208,410,243	10,000,000
		7	2020-2021	2020			195,905,629		195,905,629	10,000,000
		8	2021-2022	2021			184,151,291		184,151,291	10,000,000
		9	2022-2023	2022			173,102,214		173,102,214	10,000,000
		10	2023-2024	2023			162,716,081		162,716,081	10,000,000
Credit Settle-Up Period	Continue to Maintain Viable Presence	11	2024-2025	2024			152,953,116		152,953,116	152,953,116
		12	2025-2026	2025			143,775,929		143,775,929	143,775,929
		13	2026-2027	2026			135,149,373		135,149,373	135,149,373
Post- Settle-Up Period		14	2027-2028	2027			127,040,411		127,040,411	127,040,411
Post- Settle-Up Period		15	2028-2029	2028			119,417,986		119,417,986	119,417,986

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



DATE

Schedule C- Application: Employment Information

Applicant Name
ISD Name

Miami Wind I LLC
Miami ISD

Form 50-296

		Year	School Year (YYYY-YYYY)	Tax Year (Fill in actual tax year) YYYY	Construction		New Jobs		Qualifying Jobs	
					Column A: Number of Construction FTE's or man-hours (specify)	Column B: Average annual wage rates for construction workers	Column C: Number of new jobs applicant commits to create (cumulative)	Column D: Average annual wage rate for all new jobs.	Column E: Number of qualifying jobs applicant commits to create meeting all criteria of Sec. 313.021(3) (cumulative)	Column F: Average annual wage of qualifying jobs
		pre- year 1	2013-2014	2013	5,600 Man Hours		0	\$ 48,700	0	\$ 48,700
	Complete tax years of qualifying time period	1	2014-2015	2014	274,400 Man Hours		8	\$ 48,700	8	\$ 48,700
		2	2015-2016	2015						
Tax Credit Period (with 50% cap on credit)	Value Limitation Period	3	2016-2017	2016						
		4	2017-2018	2017						
		5	2018-2019	2018						
		6	2019-2020	2019						
		7	2020-2021	2020						
		8	2021-2022	2021						
		9	2022-2023	2022						
		10	2023-2024	2023						
Credit Settle-Up Period	Continue to Maintain Viable Presence	11	2024-2025	2024						
		12	2025-2026	2025						
		13	2026-2027	2026						
Post- Settle-Up Period		14	2027-2028	2027						
Post- Settle-Up Period		15	2028-2029	2028						

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

7/26/2017
DATE

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

Applicant Name

Miami Wind I LLC

ISD Name

Miami ISD

Form 50-298

					Sales Tax Information		Franchise Tax	Other Property Tax Abatements Sought			
					Sales Taxable Expenditures		Franchise Tax	County	City	Hospital	Water
		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	\$ -	\$ -	\$ -	0%	0%	0%	0%
Complete tax years of qualifying time period	1		2014-2015	2014	\$ 12,740	\$ 112,000	\$ -	0%	0%	0%	0%
	2		2015-2016	2015	\$ 168,000	\$ 1,120,000	\$ -	100%	0%	100%	0%
Tax Credit Period (with 50% cap on credit)	Value Limitation Period	3	2016-2017	2016	\$ 168,000	\$ 1,120,000	\$ -	100%	0%	100%	0%
		4	2017-2018	2017	\$ 168,000	\$ 1,120,000	\$ -	100%	0%	100%	0%
		5	2018-2019	2018	\$ 168,000	\$ 1,120,000	\$ 7,837	100%	0%	100%	0%
		6	2019-2020	2019	\$ 168,000	\$ 1,120,000	\$ 6,161	100%	0%	100%	0%
		7	2020-2021	2020	\$ 168,000	\$ 1,120,000	\$ 163,180	100%	0%	100%	0%
		8	2021-2022	2021	\$ 168,000	\$ 1,120,000	\$ 159,039	100%	0%	100%	0%
		9	2022-2023	2022	\$ 168,000	\$ 1,120,000	\$ 155,073	100%	0%	100%	0%
		10	2023-2024	2023	\$ 168,000	\$ 1,120,000	\$ 146,092	100%	0%	100%	0%
Credit Settle-Up Period	Continue to Maintain Viable Presence	11	2024-2025	2024	\$ 168,000	\$ 1,120,000	\$ 135,622	100%	0%	100%	0%
		12	2025-2026	2025	\$ 168,000	\$ 1,120,000	\$ 134,957	0%	0%	0%	0%
		13	2026-2027	2026	\$ 168,000	\$ 1,120,000	\$ 138,036	0%	0%	0%	0%
Post- Settle-Up Period		14	2027-2028	2027	\$ 168,000	\$ 1,120,000	\$ 191,880	0%	0%	0%	0%
Post- Settle-Up Period		15	2028-2029	2028	\$ 168,000	\$ 1,120,000	\$ 265,262	0%	0%	0%	0%

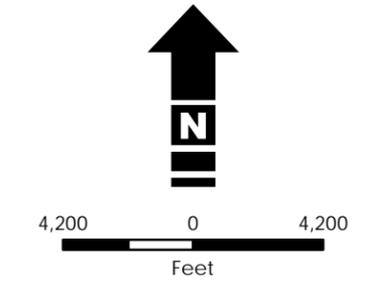
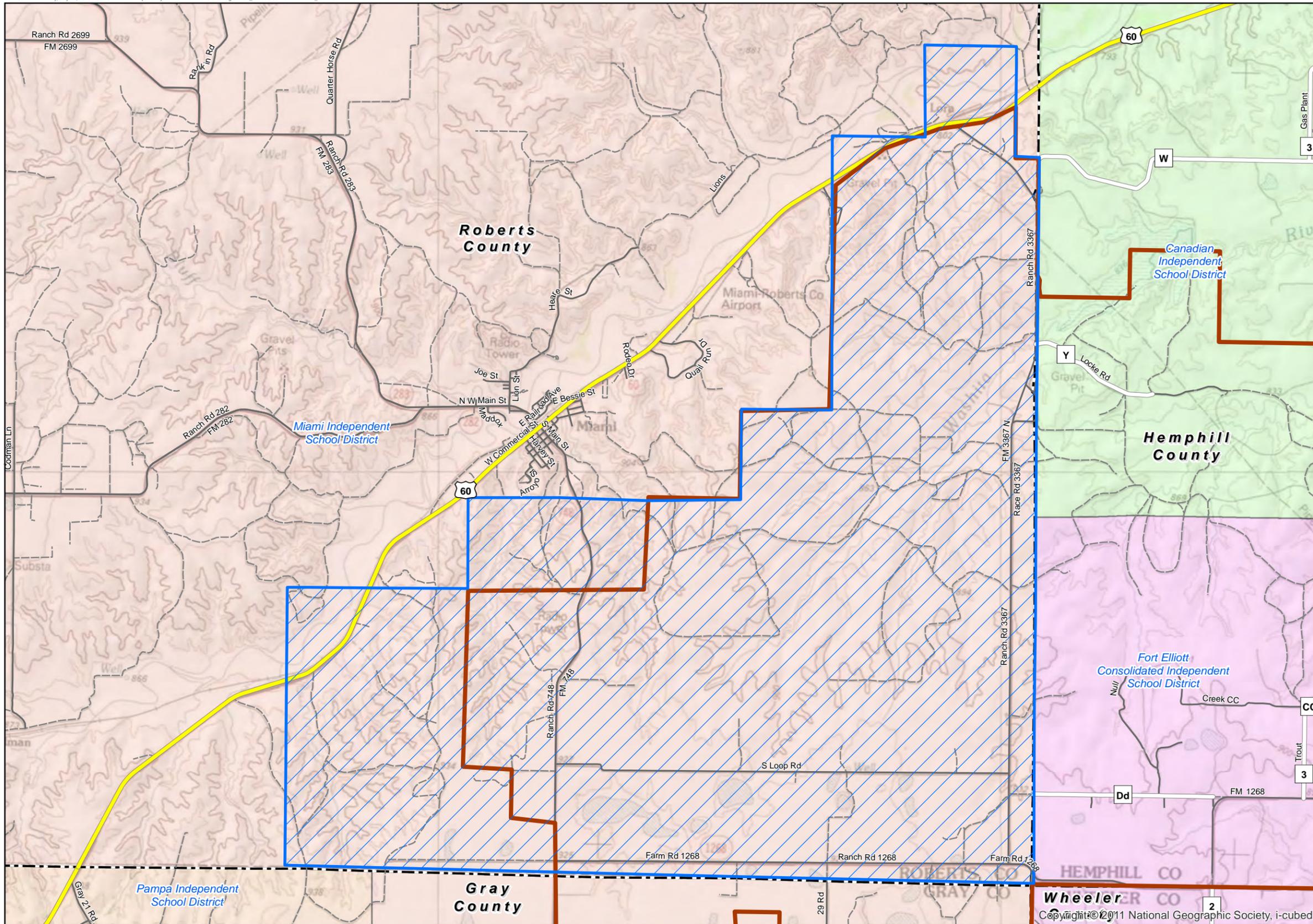
*For planning, construction and operation of the facility.


SIGNATURE OF AUTHORIZED COMPANY REPRESENTATIVE

7/26/2013
DATE

CHECKLIST ITEM #21

Map of Reinvestment Zone



Legend

- Reinvestment Zone
- Project Boundary
- County Boundary
- NAME10**
- Canadian Independent School District
- Fort Elliott Consolidated Independent School District
- Miami Independent School District
- Pampa Independent School District
- Road Classification**
- US/State Route
- Local Road
- Dirt/Unpaved Road

Wheeler
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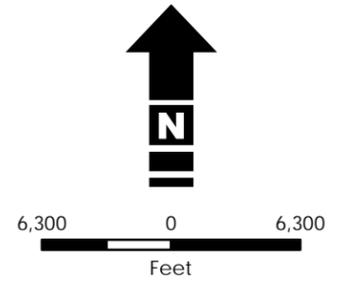
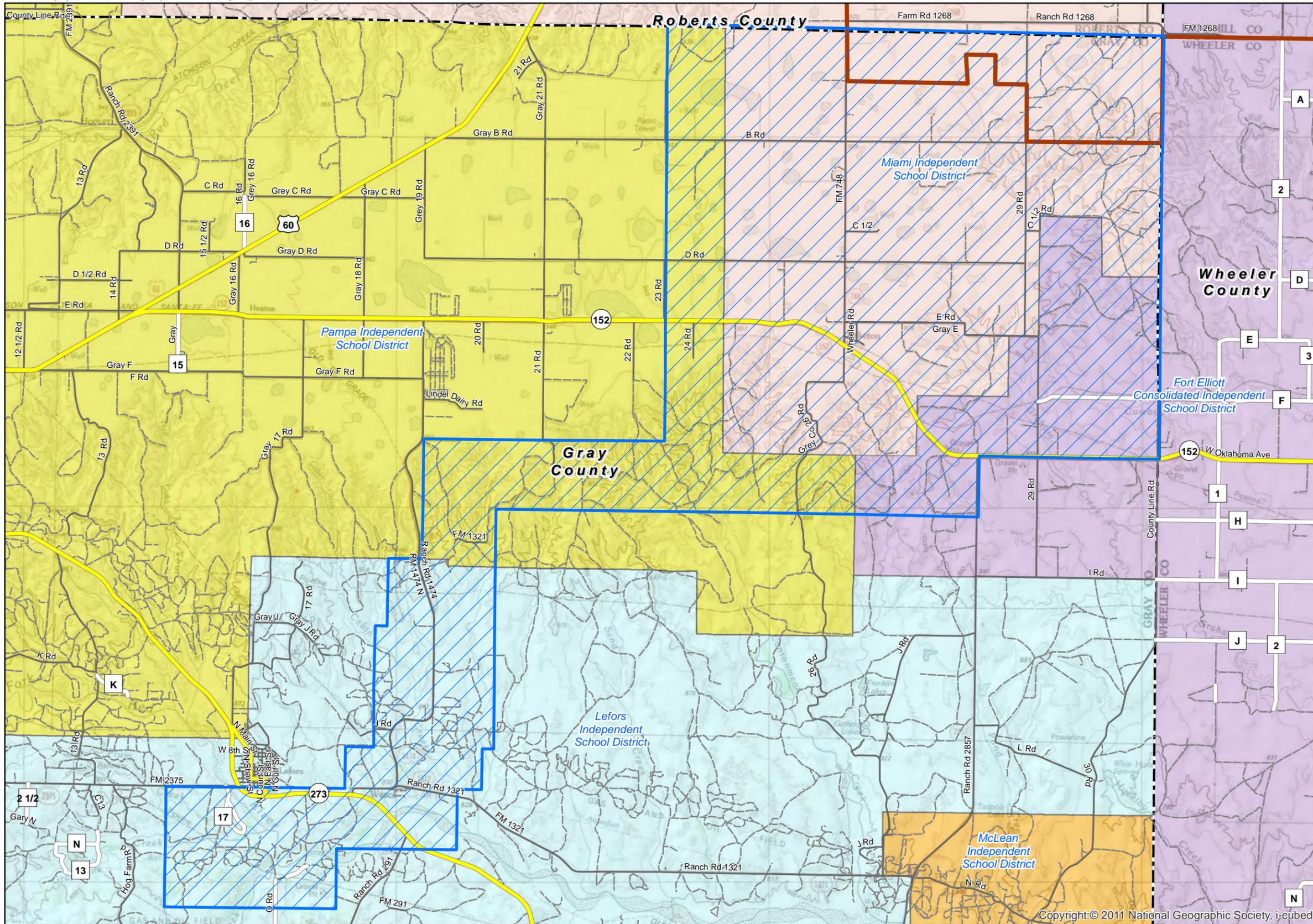
Roberts County Reinvestment Zone and Unified School District Map

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

Rev. 02
July 25, 2013

Invenergy

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



Legend

- Reinvestment Zone
- Project Boundary
- County Boundary
- NAME10**
- Fort Elliott Consolidated Independent School District
- Lefors Independent School District
- McLean Independent School District
- Miami Independent School District
- Pampa Independent School District
- Road Classification**
- US/State Route
- Local Road
- Dirt/Unpaved Road

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Gray County Reinvestment Zone and Unified School District Map

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

Rev. 02
July 25, 2013

Invenergy

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

CHECKLIST ITEM #22

Order Establishing the Reinvestment Zone

CHECKLIST ITEM #23

Legal Description of Reinvestment Zone

**RESOLUTION ELECTING TO BECOME ELIGIBLE TO PARTICIPATE IN TAX
ABATEMENT AND ORDER ADOPTING GUIDELINES AND CRITERIA
FOR GRANTING PROPERTY TAX ABATEMENTS
IN THE JURISDICTION OF ROBERTS COUNTY, TEXAS**

STATE OF TEXAS }
 }
COUNTY OF ROBERTS }

WHEREAS, the Property Redevelopment and Tax Abatement Act (the "Act"), Chapter 312 of the Texas Tax Code authorizes counties, cities and other taxing units to provide temporary property tax abatement for limited periods of time as an inducement for the development or redevelopment of a property; and,

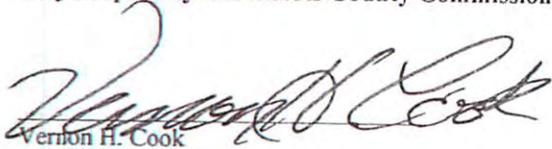
WHEREAS, the Act further requires that in order to become eligible to participate in tax abatement, a county or other taxing unit must adopt a resolution stating its election to do so and adopt guidelines and criteria for property tax abatement agreements; and,

WHEREAS Roberts County desires to affirm its eligibility to participate in tax abatement; and,

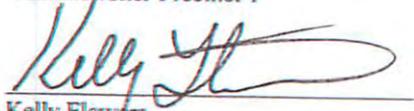
WHEREAS, the Commissioners Court of Roberts County desires to adopt Guidelines and Criteria for Property Tax Abatement.

NOW, THEREFORE, BE IT ORDERED, by the Commissioners Court of Roberts County, that the County is eligible to participate in tax abatement and further ORDERS adoption of the Guidelines and Criteria attached hereto as Exhibit A in accordance with the requirements of the Act.

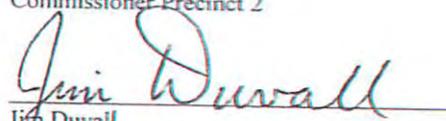
The foregoing Resolution was lawfully moved by Comm. Duvall, duly seconded by Comm. Gill, and duly adopted by the Roberts County Commissioner's Court, the 11th day of ~~February~~ MARCH 2013.


Vernon H. Cook
Roberts County Judge


Cleve Wheeler
Commissioner Precinct 1


Kelly Flowers
Commissioner Precinct 3


Ken Gill
Commissioner Precinct 2


Jim Duvall
Commissioner Precinct 4

ATTEST:


Tomi Rankin
Roberts County Clerk



ROBERTS COUNTY REINVESTMENT ZONE

MIAMI WIND I PROJECT

APPROXIMATELY 27,820 ACRES, MORE OR LESS

LEGAL DESCRIPTION: BEING ALL OF AND ANY PORTIONS OF THE FOLLOWING SECTIONS OF LAND LYING IN AND BEING SITUATED OUT OF ROBERTS COUNTY, TEXAS AND CONTAINING APPROXIMATELY 27,820 ACRES OF LAND, MORE OR LESS; SAID SECTIONS OF LAND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

- Section 11, Block M2, Abstract 108, H & GN RR Survey
- Section 13, Block M2, Abstract 109, H & GN RR Survey
- Section 10, Block M2, Abstract 767, H & GN RR Survey
- Section 14, Block M2, Abstract 957, H & GN RR Survey
- Section 9, Block M2, Abstract 107, H & GN RR Survey
- Section 8, Block M2, Abstract 985, H & GN RR Survey
- Section 15, Block M2, Abstract 110, H & GN RR Survey
- Section 32, Block M2, Abstract 960, H & GN RR Survey
- Section 16, Block M2, Abstract 769, H & GN RR Survey
- Section 7, Block M2, Abstract 106, H & GN RR Survey
- Section 6, Block M2, Abstract 1021, H & GN RR Survey
- Section 17, Block M2, Abstract 111, H & GN RR Survey
- Section 31, Block M2, Abstract 114, H & GN RR Survey
- Section 42, Block M2, Abstract 961, H & GN RR Survey
- Section 61, Block M2, Abstract 96, H & GN RR Survey
- Section 72, Block M2, Abstract 952, H & GN RR Survey
- Section 105, Block M2, Abstract 41, H & GN RR Survey
- Section 92, Block M2, Abstract 951, H & GN RR Survey
- Section 73, Block M2, Abstract 102, H & GN RR Survey
- Section 60, Block M2, Abstract 1206, Abstract 825 & Abstract 1214, H & GN RR Survey
- Section 43, Block M2, Abstract 120, H & GN RR Survey
- Section 30, Block M2, Abstract 959, H & GN RR Survey
- Section 18, Block M2, Abstract 963, H & GN RR Survey
- Section 5, Block M2, Abstract 105, H & GN RR Survey
- Section 4, Block M2, Abstract 919, H & GN RR Survey
- Section 19, Block M2, Abstract 112, H & GN RR Survey
- Section 29, Block M2, Abstract 113, H & GN RR Survey
- Section 44, Block M2, Abstract 826 & Abstract 743, H & GN RR Survey
- Section 59, Block M2, Abstract 95, H & GN RR Survey
- Section 74, Block M2, Abstract 1211 & Abstract 786, H & GN RR Survey
- Section 91, Block M2, Abstract 34, H & GN RR Survey
- Section 106, Block M2, Abstract 895, H & GN RR Survey
- Section 107, Block M2, Abstract 42, H & GN RR Survey
- Section 90, Block M2, Abstract 785, H & GN RR Survey

- Section 75, Block M2, Abstract 103, H & GN RR Survey
- Section 58, Block M2, Abstract 776 & Abstract 743, H & GN RR Survey
- Section 45, Block M2, Abstract 121, H & GN RR Survey
- Section 28, Block M2, Abstract 824, H & GN RR Survey
- Section 20, Block M2, Abstract 823, H & GN RR Survey
- Section 3, Block M2, Abstract 104, H & GN RR Survey
- Section 2, Block M2, Abstract 1101, Abstract 1102 & Abstract 1103, H & GN RR Survey
- Section 21, Block M2, Abstract 1139, H & GN RR Survey
- Section 27, Block M2, Abstract 1140, H & GN RR Survey
- Section 46, Block M2, Abstract 1159, H & GN RR Survey
- Section 57, Block M2, Abstract 304, H & GN RR Survey
- Section 76, Block M2, Abstract 1058 & Abstract 954, H & GN RR Survey
- Section 89, Block M2, Abstract 1138, H & GN RR Survey
- Section 108, Block M2, Abstract 893, H & GN RR Survey
- Section 1, Block S, Abstract 1136, John Stump Survey
- Section 16, Block 44, Abstract 1004, HT Gill Survey
- Section 17, Block 44, Abstract 1031 & Abstract 1182, D. Kivlehen Survey

PROPOSED GRAY COUNTY RENEWABLE ENERGY ZONE

MIAMI WIND I, LLC PROJECT

APPROXIMATELY 54,350 ACRES

LEGAL DESCRIPTION: BEING ALL OF AND ANY PORTIONS OF THE FOLLOWING SECTIONS OF LAND LYING IN AND BEING SITUATED OUT OF GRAY COUNTY, TEXAS AND CONTAINING APPROXIMATELY 54,350 ACRES OF LAND, MORE OR LESS; SAID SECTIONS OF LAND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

- Section 108, Block M-2, Abstract 936, BS&F Survey
- Section 89, Block M-2, Abstract 311, H&GN RR Co. Survey
- Section 76, Block M-2, Abstract 1036, Abstract 1166, Abstract 1384, Abstract 1388 & Abstract 1406, H&GN RR Co. Survey
- Section 57, Block M-2, Abstract 304, H&GN RR Co. Survey
- Section 46, Block M-2, Abstract 846, H&GN RR Co. Survey
- Section 27, Block M-2, Abstract 160, H&GNRR Co. Survey
- Section 21, Block M-2, Abstract 313, H&GN RR Co. Survey
- Section 2, Block M-2, Abstract 1237, Abstract 927 & Abstract 1268, H&GN RR Co. Survey
- Section 1, Block S, Abstract 1295 & Abstract 1324, J. Stump Survey
- Section 1, Block M-2, Abstract 312, H&GN RR Co. Survey
- Section 22, Block M-2, Abstract 1397 & Abstract 928, H&GN RR Co. Survey
- Section 26, Block M-2, Abstract 1095, H&GN RR Co. Survey
- Section 47, Block M-2, Abstract 161, H&GN RR Co. Survey
- Section 56, Block M-2, Abstract 951, H&GN RR Co. Survey
- Section 77, Block M-2, Abstract 305, H&GN RR Co. Survey
- Section 88, Block M-2, Abstract 926, H&GN RR Co. Survey
- Section 109, Block M-2, Abstract 31, BS&F Survey
- Section 110, Block M-2, Abstract 889, BS&F Survey
- Section 111, Block M-2, Abstract 45, BS&F Survey
- Section 112, Block M-2, Abstract 859, BS&F Survey
- Section 113, Block M-2, Abstract 46, BS&F Survey
- Section 114, Block M-2, Abstract 1051 & Abstract 892, BS&F Survey
- Section 87, Block M-2, Abstract 310, H&GN RR Co. Survey
- Section 78, Block M-2, Abstract 916, Abstract 1350, Abstract 1343 & Abstract 1344, H&GN RR Co. Survey
- Section 55, Block M-2, Abstract 303, H&GN RR Co. Survey
- Section 48, Block M-2, Abstract 956, H&GN RR Co. Survey
- Section 25, Block M-2, Abstract 159, H&GN RR Co. Survey
- Section 2, Block S, Abstract 1143, EG Gordon Survey
- Section 1, Block S, Abstract 1127 & Abstract 1304, J. Stump Survey
- Block S, Abstract 777, SA Stein Survey
- Section 3, Block S, Abstract 1159, J. Stump Survey
- Block S, Abstract 776, JH Sowder Survey

- Section 8, Block S, Abstract 1148, BF Williams Survey
- Block S, Abstract 778, BF Williams Survey
- Section 4, Block S, Abstract 1158, J. Stump Survey
- Section 26, Block S, Abstract 1334, DW Turner Survey
- Section 6, Block S, Abstract 1145, JR Henry Survey
- Section 20, Abstract 1228, JT Crawford Survey
- Section 19, Abstract 1227, HM Williams Survey
- Section 5, Abstract 771, WW Harrah Survey
- Section 7, Block S, Abstract 1144 & Abstract 1276, WW Harrah Survey
- Section 24, Block M-2, Abstract 1015, Abstract 1407 & Abstract 1408, H&GN RR Co. Survey
- Section 49, Block M-2, Abstract 300, H&GN RR Co. Survey
- Section 54 Block M-2, Abstract 1055 & Abstract 1188, H&GN RR Co. Survey
- Section 79, Block M-2, Abstract 306, H&GN RR Co. Survey
- Section 86, Block M-2, Abstract 1337 & Abstract 950, H&GN RR Co. Survey
- Section 85, Block M-2, Abstract 309, H&GN RR Co. Survey
- Section 80, Block M-2, Abstract 1014 & Abstract 1012, H&GN RR Co. Survey
- Section 53, Block M-2, Abstract 302, H&GN RR Co. Survey
- Section 50, Block M-2, Abstract 964 & Abstract 915, H&GN RR Co. Survey
- Section 23, Block M-2, Abstract 158, H&GN RR Co. Survey
- Section 52, Block M-2, Abstract 1013, H&GN RR Co. Survey
- Section 81, Block M-2, Abstract 307, H&GN RR Co. Survey
- Section 84, Block M-2, Abstract 821, H&GN RR Co. Survey
- Section 83, Block M-2, Abstract 308, H&GN RR Co. Survey
- Section 82, Block M-2, Abstract 1011& Abstract 1096, H&GN RR Co. Survey
- Section 51, Block M-2, Abstract 301, H&GN RR Co. Survey
- Section 73, Block A-6, Abstract 147, H&GN RR Co. Survey
- Section 74, Block A-6, Abstract 819, H&GN RR Co. Survey
- Section 71, Block A-6, Abstract 146, H&GN RR Co. Survey
- Section 72 Block A-6, Abstract 820, H&GN RR Co. Survey
- Section 69, Block A-6, Abstract 145, H&GN RR Co. Survey
- Section 70, Block A-6, Abstract 900, H&GN RR Co. Survey
- Section 65, Block A-6, Abstract 143, H&GN RR Co. Survey
- Section 66, Block A-6, Abstract 1091, H&GN RR Co. Survey
- Section 67, Block A-6, Abstract 144, H&GN RR Co. Survey
- Section 68, Block A-6, Abstract 1018, H&GN RR Co. Survey
- Section 61, Block A-6, Abstract 141, H&GN RR Co. Survey
- Section 62, Block A-6, Abstract 1017, H&GN RR Co. Survey
- Section 63, Block A-6, Abstract 142, H&GN RR Co. Survey
- Section 64, Block A-6, Abstract 1099, Abstract 1303 & Abstract 1296, H&GN RR Co. Survey
- Section 52, Block A-6, Abstract 948, H&GN RR Co. Survey
- Section 53, Block A-6, Abstract 137, H&GN RR Co. Survey
- Section 54, Block A-6, Abstract 1155 & Abstract 952, H&GN RR Co. Survey
- Section 55, Block A-6, Abstract 138, H&GN RR Co. Survey
- Section 56, Block A-6, Abstract 1048, H&GN RR Co. Survey
- Section 57, Block A-6, Abstract 139, H&GN RR Co. Survey
- Section 58, Block A-6, Abstract 1167, H&GN RR Co. Survey

- Section 59, Block A-6, Abstract 140, H&GN RR Co. Survey
- Section 60, Block A-6, Abstract 1225 & Abstract 883, H&GN RR Co. Survey
- Section 37, Block A-6, Abstract 129, H&GN RR Co. Survey
- Section 36, Block A-6, Abstract 1086, H&GN RR Co. Survey
- Section 13, Block A-6, Abstract 117, H&GN RR Co. Survey
- Section 12, Block A-6, Abstract 877, H&GN RR Co. Survey
- Section 1, Block A, Abstract 23, BS&F Survey
- Section 2, Block A, Abstract 996, BS&F Survey
- Section 1, Abstract 532, JG Eustis Survey
- Section 3, Abstract 500, B&B Survey
- Section 2, Block 1, Abstract 822, ACH&B Survey
- Section 3, Block 1, Abstract 13, ACH&B Survey
- Section 4, Block 1, Abstract 1098, ACH&B Survey
- Section 5, Block 1, Abstract 12, ACH&B Survey
- Section 6, Block 1, Abstract 1132 & Abstract 907, ACH&B Survey
- Section 7, Block 1, Abstract 11, ACH&B Survey
- Section 2, Block B-2, Abstract 1302 & Abstract 924, H&GN RR Co. Survey
- Section 3, Block B-2, Abstract 172, H&GN RR Co. Survey
- Section 4, Block B-2, Abstract 922, H & GN RR Co. Survey
- Section 13, Block S, Abstract 1198, JC Short Survey

CHECKLIST ITEM #24

Guidelines and Criteria for Reinvestment Zone

Exhibit A

Guidelines and Criteria

FILED

TONI RANKIN

Deputy Clerk, Roberts County, Texas

11:00 Am

MAR 11 2013

Toni Rankin

Deputy

**GUIDELINES AND CRITERIA FOR GRANTING TAX ABATEMENT IN REINVESTMENT ZONES CREATED
IN THE JURISDICTION OF
ROBERTS COUNTY, TEXAS**

STATE OF TEXAS }
 }
COUNTY OF ROBERTS }

WHEREAS, the creation and retention of job opportunities that bring new wealth is one of the highest civic priorities; and,
WHEREAS, new jobs and investments will benefit the area economy, provide needed opportunities, strengthen the real estate market, and generate tax revenue to support local services; and,
WHEREAS, Roberts County must compete with other localities across the nation currently offering tax inducements to attract new and modernization projects; and,
WHEREAS, any tax incentives offered in Roberts County would reduce needed tax revenue unless these tax incentives are strictly limited in application to those new and existing industries that bring new wealth to the community; and,
WHEREAS, the abatement of property taxes, when offered to attract primary jobs or investments in industries that bring in money from outside a community instead of merely recirculating dollars within a community, has been shown to be an effective method of enhancing and diversifying an area's economy; and,
WHEREAS, Texas laws requires any eligible taxing jurisdiction to establish guidelines and criteria as to eligibility for tax abatement agreements prior to the granting of any future tax abatement, which guidelines and criteria are to remain unchanged for a two-year period unless amended by minimum votes, as provided by said state law; and,
WHEREAS, these guidelines and criteria shall not be construed as implying or suggesting that the County of Roberts, or any other taxing jurisdiction, is under any obligation to provide tax abatement or other incentives to any applicant, and all applicants shall be considered on a case-by-case basis; and,
WHEREAS, these guidelines and criteria are approved for circulation to all affected taxing jurisdictions for consideration as a common policy for all jurisdictions that choose to participate in tax abatement agreements; and
WHEREAS, the Commissioners Court of Roberts County, Texas has approved and authorized these guidelines and criteria;
NOW THEREFORE BE IT RESOLVED THAT, said guidelines and criteria are as follows:

Sec. 1. Definitions

- A. "Abatement" means the full or partial exemption from ad valorem taxes of certain real property, and certain personal property, in a reinvestment zone designated by the County of Roberts for economic development purposes.
- B. "Affected jurisdiction" means the County of Roberts, and any other taxing jurisdiction with any substantial parts of its area located in Roberts County; and that levies ad valorem taxes and provides services to property located in said County; and that chooses to participate in tax abatement agreements by, or pursuant to, these guidelines.
- C. "Agreement" means a contractual agreement between a property owner or lessee, or both, and an affected jurisdiction for the purposes of tax abatement.

- D. "Base year value" means the assessed value of eligible property January 1 preceding the execution of the agreement, plus the agreed-upon value of eligible property improvements made after January 1 but before the execution of the agreement.
- E. "Deferred maintenance" means improvements necessary for continued operations that do not improve productivity or alter the process technology.
- F. "Distribution Center Facility" means permanent buildings and structures, including fixed machinery and equipment, used or to be used, primarily to receive, store, service, or distribute goods or materials owned by the facility operator.
- G. "Expansion" means the addition of permanent building and structures, fixed machinery and equipment for purposes of increasing production capacity.
- H. "Facility" means property improvements completed or in the process of construction that together comprise an integral whole.
- I. "Manufacturing Facility" means permanent buildings and structures, including fixed machinery and equipment, the primary purpose of which is or will be the manufacture of tangible goods or materials or the processing of such goods or materials by physical or chemical change.
- J. "Modernization" means a complete or partial demolition of facilities and the complete or partial reconstruction or installation of a facility of similar or expanded production capacity. Modernization may result from the construction, alteration, or installation of permanent buildings and structures, alteration, or installation of permanent buildings and structures, fixed machinery and equipment. Modernization shall include improvements for the purposes of increasing productivity or updating the technology of machinery or equipment or both.
- K. "New Facility" means a property previously undeveloped that is placed into service by means other than by, or in conjunction with, expansion or modernization.
- L. "Other basic industry" means permanent buildings and structures, including fixed machinery and equipment not elsewhere described, used or to be used, for the production of products or services that primarily serve a market that result in the creation of new permanent jobs, and that bring in new wealth.
- M. "Productive life" means the number of years a property improvement is expected to be in service in a facility.
- N. "Regional entertainment facility" means permanent buildings and structures, including fixed machinery and equipment, used or to be used to provide entertainment through the admission of the general public.
- O. "Research facility" means permanent buildings and structures, including fixed machinery and equipment, used or to be used primarily for the research or experimentation to improve or develop new tangible goods or materials or to improve or develop the production processes thereto.
- P. "Regional service facility" means permanent buildings and structures, including fixed machinery and equipment, used or to be used, to service goods.
- Q. "Renewable Energy Resource" means a resource which produces energy derived from renewable energy technologies, as defined in PUC Substantive Rule 25.5.

Sec. 2. Criteria for Abatement and Designation a Reinvestment Zone.

- A. Authorized facility. A facility may be eligible for abatement if it is a manufacturing facility, research facility, distribution center or regional service facility, regional entertainment facility, renewable energy resource, or other basic industry.
- B. Creation of new value. Abatement may be granted only for the additional value of eligible property improvements made subsequent to, and specified in, an abatement agreement between Roberts County and the property owner or lessee, subject to such limitation as Roberts County may require.
- C. New and existing facilities. Abatement may be for new facilities and improvements to existing facilities purposes of modernization or expansion.
- D. Eligible property. Abatement may be extended to the value of permanent buildings and structures, fixed machinery and equipment, and certain other personal property, site improvements, and office space and related fixed improvements necessary to the operation and administration of the facility.
- E. Ineligible property. The following types of property shall be fully taxable and ineligible for abatement: land; inventories; supplies; housing; hotel accommodations; deferred maintenance investments; any improvements, including those to produce, store or distribute natural gas, fluids or gases, that are not integral to the operation of the facility; property owned or used by the State of Texas or its political subdivision or by any organization owned, operated, or directed by a political subdivision of the State of Texas.
- F. Intentionally Omitted.
- G. Value and term of abatement. A tax abatement agreement granted by Roberts County shall be up to but not exceeding ten (10) years in duration and up to but not exceeding 100% of the ad valorem property taxes assessed.
- H. Economic qualification. In order to be eligible to receive tax abatement the planned improvement:
 - 1. Must be reasonably expected to have a minimum new capital investment of \$1,000,000 in Roberts County;
 - 2. must be expected to prevent the loss of employment, retain employment, or create employment on a permanent basis; and
 - 3. must not be expected to solely or primarily have the effect of transferring employment from one part of the County of Roberts to another.
- I. Existing business. Recognizing the importance of cosmetic improvements to the community of those existing businesses that modernize or expand over and above normal repair and upkeep, such existing businesses may be granted a two-year tax abatement of the amount of value the facility is increased. (If a business has a building appraised at \$50,000.00 and modernization or expansion changes the appraised value to \$100,000.00, \$50,000.00 of the new value could be abated for two years beginning January 1 after the year completed.)
- J. Taxability. From the execution of the abatement agreement to the end of the agreement period taxes shall be assessed as follows:
 - 1. the value of ineligible property as provided in Section 2E shall be fully taxable; and,
 - 2. the base year value of existing eligible property as determined each year shall be fully taxable; and,
 - 3. the additional value of new eligible property shall be taxable in the manner described in Section 2(G, H and I).

Sec. 3. Application and Hearing

- A. Any present or potential owner of taxable property in the jurisdiction of the Taxing Entities of the County of Roberts, Texas may request tax abatement by filing a written request with the Roberts County Commissioners Court.
- B. The application shall consist of a completed application form accompanied by:
1. a general description of the proposed use and the general nature and extent of the modernization, expansion, or new improvements to be undertaken;
 2. a descriptive list of the improvements that will be a part of the facility; a map and property description; and
 3. a time schedule for undertaking and completing the planned improvements.

In the case of modernization, a statement of the assessed value of the facility, separately stated for real and personal property shall be given for the tax year immediately preceding the application. The application form may require any financial and other information that may be appropriate for evaluating the financial capacity of the applicant and any other factors.

- C. After receipt of an application, the Commissioners Court shall determine within forty-five (45) days how to proceed with the application. Within this time frame the Commissioners Court shall choose to deny the application, consider the application, or consider the application on an expedited basis.
- D. Consideration of Application. If the County determines that the application should be further considered, then the County Judge shall schedule a hearing to obtain public input on the application. At least seven (7) days prior to the hearing, the County must send written notice to the presiding officers of all taxing units with jurisdiction over the property for which an abatement is sought and must publish notice of the hearing time, place and subject in the local newspaper. At the hearing the commissioners Court evaluates the application against the criteria in Section 2 and decides whether to designate the property for which an 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 and may then arrange to consider for approval the tax abatement agreement between the applicant and the County at its next regularly scheduled meeting. At least seven (7) days prior to entering into a tax abatement agreement, the County must give written notice of its intent to do so to the presiding officers of all taxing units with jurisdiction over the property for which an abatement is sought, along with a copy of the proposed tax abatement agreement. At the regularly scheduled meeting, the Commissioners Court may finally vote by simple majority to enter into the tax abatement agreement or to decline. An approved tax abatement agreement may be executed in the same manner as other contracts made by the County.
- E. Expedited Consideration of Application. If the County determines that the application should receive expedited consideration, then the County Judge shall schedule an opportunity to obtain public input on the application at the Commissioners Court's next meeting. At least seven (7) days prior to the meeting, the County must send written notice to the presiding officers of all taxing units with jurisdiction over the property for which an abatement is sought and must publish notice of the hearing time, place and subject in the local newspaper. Also at this time, the County must give written notice of its intent to enter into a tax abatement agreement to the presiding officers of all taxing units with jurisdiction over the property for which the abatement is sought, along with a copy of the proposed tax abatement agreement. During the Commissioners Court meeting, the Commissioners Court shall evaluate the application against the criteria in Sections 2 and shall decide whether to designate the property for which the abatement is sought as a reinvestment zone. If the reinvestment zone is

designated, the Commissioners Court shall pass an order to that effect and may then immediately consider for approval the tax abatement agreement between the applicant and the County. After consideration, the Commissioners Court may finally vote by simple majority to enter into the tax abatement agreement, or the decline. An approved tax abatement agreement may be executed in the same manner as other contracts made by the County.

- F. Confidentiality. As required by Section 312.003 of the Texas Tax Code, information that is provided to the County in connection with an application or a request for a tax abatement under this chapter that describes the specific processes or business activities to be conducted or the equipment or other property to be located on the property for which the abatement is sought is confidential and not subject to public disclosure until the tax abatement is executed.
- G. When the abatement is disapproved, an applicant may be granted a review, or rehearing, in which a new application and hearing may be required.
- H. Tax abatement may not be approved if the County finds that the application was filed after the commencement of the construction, alteration, or installation of improvements related to a proposed modernization, expansion, or new facility.
- I. Request for variance from the provisions of Section 2 may be made in written form to the Commissioners Court of Roberts County. Such request shall include all the items listed in Section 3 (b) above, together with a complete description of the circumstances that prompt the applicant to request variance. The approval process for a variance shall be identical to that for a standard application and may be supplemented by such additional requirements as may be deemed necessary by the County.

Sec. 4. Standards for denying Approval of Abatement.

- A. If any affected jurisdiction is able to conclusively show cause in the public hearing why the granting of the abatement will have a substantial adverse effect on its bonds, tax revenue, service capacity, or the providing of services, Roberts County shall deny the approval of abatement.
- B. An abatement agreement shall not be granted if it is determined that:
 - 1. there would be substantial adverse effect on the providing of government services or tax bases;
 - 2. the applicant has insufficient financial capacity;
 - 3. planned or potential use of the property would constitute a hazard to public safety, health, or morals; or,
 - 4. codes or laws would be violated.

Sec. 5. Effect of Approval of Application

Roberts County Commissioners Court acts only for the taxing entity of Roberts County and for no other taxing entity within Roberts County. The County's approval or disapproval of an application has no effect on any other taxing entity within the jurisdiction or their right to approve or disapprove an application. Only the governing bodies of the affected jurisdictions may grant tax abatements, and enter into tax abatement agreements with applicants.

Sec. 6. Tax Abatement Agreements

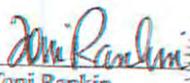
The Roberts County Commissioners Court after approval of an application shall enter into an agreement with the applicant. Such agreements shall be executed with the owner of the facility, and with the lessee when required. Such agreements shall include:

1. the estimated value to be abated and the base year value;
2. the percentage of value to be abated each year as provided in Sec. 2 (G, H and I);
3. the commencement date and the termination date of abatement;
4. the proposed use of the facility, nature of construction, time schedule, map, property description, and improvements list as provided in application, Section 3B;
5. contractual obligations in the event of default, violation of terms or conditions, delinquent taxes recapture, administration, and assignment as provided in Sections 2A., 2F, 2 G, H and I, 7, 8, and 9.
6. size of investment and average number of jobs involved. Such agreement shall normally be executed within 30 days after the applicant has forwarded all necessary information and documentation to the County; and
7. the agreement shall stipulate that employees, or designated representatives, or both, of Roberts County will have access to the reinvestment zone during the terms of the abatement to inspect the facility to determine if the terms and conditions of the agreement are being met. All inspections will be made only after the giving of 24 hours prior notice and will be conducted in such a manner that they will not unreasonably interfere with the construction or operation or both of the facility. All inspections will be made in the presence of one or more representatives of the company or individual and in accordance with the safety standards of the company or individual.

Sec. 7 Recapture

- A. If the facility is completed and begins producing products or services, but subsequently discontinues producing products or services for any reason excepting fire, explosion, or other casualty or accident or natural disaster, for a period of one year during the abatement period, then the agreement shall terminate and so shall the abatement of the taxes for the calendar year during which the facility no longer produces. The taxes otherwise abated for that calendar year shall be paid to the affected jurisdiction within 60 days from the date of termination.
- B. If the Roberts County Commissioners Court determines that the company or individual is in default according to the terms and conditions of its agreement, the Commissioners Court shall notify the company or individual in writing at the address stated in the agreement, and if such default is not cured within 60 days from the date of such notice ("cure period"), then the agreement may be terminated; provided, however if such failure cannot be cured within such sixty (60)-day period and the company or individual has commenced remedial action to cure such failure (and continued to diligently and timely pursue the completion of such remedial action), the company or individual shall be entitled to a total of one hundred eighty (180) days after receipt of notice within which to cure such default.
- C. If the company or individual (1) allows its ad valorem taxes owed to the County of Roberts, or any other taxing entity in Roberts County, to become delinquent after all applicable notice and cure periods and fails to timely and properly follow the legal procedures for their protest or contest or both; or (2) violates any of the terms and conditions of the abatement agreement and fails to cure during the cure-period, the agreement may then be terminated, and all taxes previously abated by virtue of the agreement will be recaptured and paid within 60 days of the termination.

ATTEST:


 Toni Rankin
 Roberts County Clerk



Sec. 8. Administration

- A. The Chief Appraiser of the Roberts County Appraisal District shall annually determine an assessment of the real and personal property comprising the reinvestment zone. Each year, any company or individual receiving abatement shall furnish the assessor with such information as may be necessary for the abatement. Once value has been established, the chief appraiser shall notify the affected jurisdictions that levy taxes of the amount of the assessment.

- B. Upon completion of construction, a designated representative of Roberts County shall annually evaluate each facility receiving abatement to insure compliance with the agreement and shall make a report to the Commissioners Court regarding the findings of each evaluation.

Sec. 9. Assignment

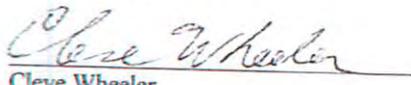
Abatement may be transferred and assigned by the holder to a new owner or lessee of the same facility upon the approval by resolution of the affected jurisdiction, subject to the financial capacity of the assignee and provided that all conditions and obligations in the abatement agreement are guaranteed by the execution of a new contractual agreement with the affected jurisdiction. No assignment or transfer shall be approved if the parties to the existing agreement, the new owner, or the new lessee are liable to any taxing entity in Roberts County for outstanding delinquent taxes or other obligations. Approval shall not be unreasonably withheld, conditioned or delayed.

Sec. 10. Sunset Provision

The guidelines and criteria are effective upon the date of their adoption and will remain in force for two years from the Effective Date (defined below) unless amended by a three-quarters vote of the Roberts County Commissioners Court, at which time the tax abatement contracts created according to these provisions will be reviewed to determine whether or not the goals have been achieved. Based on that review, the guidelines and criteria may be further modified, renewed or eliminated.

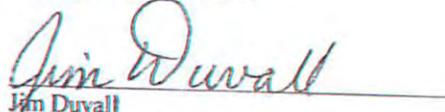
The foregoing was lawfully approved by County Commissioner's Court, effective as the 11th day of ~~February~~ ^{MARCH} 2013 (the "Effective Date").


Vernon H. Cook
Roberts County Judge

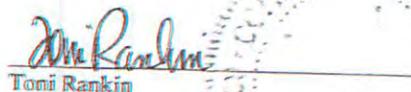

Cleve Wheeler
Commissioner Precinct 1

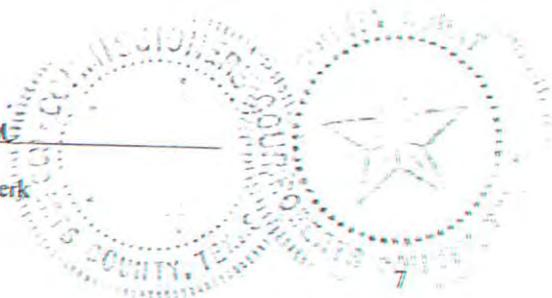

Ken Gill
Commissioner Precinct 2


Kelly Flowers
Commissioner Precinct 3


Jim Duvall
Commissioner Precinct 4

ATTEST:


Toni Rankin
Roberts County Clerk



EXAMPLE OF ROBERTS COUNTY TAX ABATEMENT APPLICATION
FOR
ECONOMIC DEVELOPMENT INCENTIVES

PROPERTY/PROJECT DESCRIPTION

1. Property Owner:
Mailing Address :
Telephone:
2. Project Sponsor (If different than property owner):
Mailing address:
Telephone:
3. Applicant's Representative:
Telephone:
4. Property Address:
Legal Description (provide attachment if by metes and bounds):
5. Located within: (School or other taxing district):
6. Description of Project:
7. Date (s) projected for occupation of project/initiation of operations:
8. Employment Impact
 - a. How many jobs will be brought to Roberts County?
 - b. What types of jobs will be created?
 - c. What will the total annual payroll be?
9. Fiscal Impact
 - a. How much real and personal property value will be added to the tax roles?
 - b. How much direct sales tax will be generated?
 - c. How will this project affect existing business and/or office facilities?
 - d. What infrastructure construction would be required?
 - e. What is the total annual operation budget of this facility projected to be?
10. Community Impact
 - a. What effect would the project have on the local housing market?
 - b. What environmental impact, if any, will be created by the project?
11. Type and value of incentive requested:

FILED
TOMI RANKIN
Deputy Clerk, Roberts County, Texas
11:00 AM
MAR 11 2013
Tomi Rankin
Deputy

**GUIDELINES AND CRITERIA FOR GRANTING TAX ABATEMENT IN REINVESTMENT ZONES CREATED
IN THE JURISDICTION OF
GRAY COUNTY, TEXAS**

STATE OF TEXAS }
 }
COUNTY OF GRAY }

V
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WHEREAS, the creation and retention of job opportunities that bring new wealth is one of the highest civic priorities; and,

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WHEREAS, new jobs and investments will benefit the area economy, provide needed opportunities, strengthen the real estate market, and generate tax revenue to support local services; and,

WHEREAS, Gray County must compete with other localities across the nation currently offering tax inducements to attract new and modernization projects; and,

WHEREAS, any tax incentives offered in Gray County would reduce needed tax revenue unless these tax incentives are strictly limited in application to those new and existing industries that bring new wealth to the community; and,

WHEREAS, the abatement of property taxes, when offered to attract primary jobs or investments in industries that bring in money from outside a community instead of merely recirculating dollars within a community, has been shown to be an effective method of enhancing and diversifying an area's economy; and,

P
G

WHEREAS, Texas laws requires any eligible taxing jurisdiction to establish guidelines and criteria as to eligibility for tax abatement agreements prior to the granting of any future tax abatement, which guidelines and criteria are to remain unchanged for a two-year period unless amended by minimum votes, as provided by said state law; and,

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WHEREAS, these guidelines and criteria shall not be construed as implying or suggesting that the County of Gray, or any other taxing jurisdiction, is under any obligation to provide tax abatement or other incentives to any applicant, and all applicants shall be considered on a case-by-case basis; and,

WHEREAS, these guidelines and criteria are approved for circulation to all affected taxing jurisdictions for consideration as a common policy for all jurisdictions that choose to participate in tax abatement agreements; and

WHEREAS, the Commissioners Court of Gray County, Texas has approved and authorized these guidelines and criteria;

NOW THEREFORE BE IT RESOLVED THAT, said guidelines and criteria are as follows:

Sec. 1. Definitions

- A. "Abatement" means the full or partial exemption from ad valorem taxes of certain real property, and certain personal property, in a reinvestment zone designated by the County of Gray for economic development purposes.
- B. "Affected jurisdiction" means the County of Gray and any other taxing jurisdiction with any substantial parts of its area located in Gray County; and that levies ad valorem taxes and provides services to property located in said County; and that chooses to participate in tax abatement agreements by, or pursuant to, these guidelines.
- C. "Agreement" means a contractual agreement between a property owner or lessee, or both, and an

affected jurisdiction for the purposes of tax abatement.

- D. "Base year value" means the assessed value of eligible property January 1 preceding the execution of the agreement, plus the agreed-upon value of eligible property improvements made after January 1 but before the execution of the Agreement.
- E. "Deferred maintenance" means improvements necessary for continued operations that do not improve productivity or alter the process technology.
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- P. "Regional service facility" means permanent buildings and structures, including fixed machinery and equipment, used or to be used, to service goods.
- Q. "Renewable Energy Resource" means a resource which produces energy derived from renewable energy technologies, as defined in PUC Substantive Rule 25.5 or any successor to such rule.

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Sec. 2. Criteria for Abatement and Designation a Reinvestment Zone.

- A. Authorized facility. A facility may be eligible for abatement if it is a manufacturing facility, research facility, distribution center or regional service facility, regional entertainment facility, renewable energy resource, or other basic industry.
- B. Creation of new value. Abatement may be granted only for the additional value of eligible property improvements made subsequent to, and specified in, an abatement agreement by and among Gray County and the property owner or lessee, subject to such limitation as Gray County may require. V
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- C. New and existing facilities. Abatement may be for new facilities and improvements to existing facilities purposes of modernization or expansion.
- D. Eligible property. Abatement may be extended to the value of permanent buildings and structures, fixed machinery and equipment, and certain other personal property, site improvements, and office space and related fixed improvements necessary to the operation and administration of the facility. 0
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- E. Ineligible property. The following types of property shall be fully taxable and ineligible for abatement: land; inventories; supplies; housing; hotel accommodations; deferred maintenance investments; any improvements, including those to produce, store or distribute natural gas, fluids or gases, that are not integral to the operation of the facility; property owned or used by the State of Texas or its political subdivision or by any organization owned, operated, or directed by a political subdivision of the State of Texas. 3
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- F. Value and term of abatement. A tax abatement agreement granted by Gray County shall be up to but not exceeding ten (10) years in duration and up to but not exceeding 100% of the ad valorem property taxes assessed. P
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- G. Economic qualification. In order to be eligible to receive tax abatement the planned improvement:
 - 1. Must be reasonably expected to have an increase in positive net benefit to Gray County of at least \$100,000 in the case of new businesses and \$50,000 in the case of existing businesses over the life of the tax abatement agreement (such amounts computed to include, but not limited to, new payroll and new capital investment); 0
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 - 2. Must be expected to prevent the loss of employment, retain employment, or create employment on a permanent basis; and
 - 3. Must not be expected to solely or primarily have the effect of transferring employment from one part of the County of Gray to another.
- H. Existing business. Recognizing the importance of cosmetic improvements to the community of those existing businesses that modernize or expand over and above normal repair and upkeep, such existing businesses may be granted a two-year tax abatement of the amount of value the facility is increased. (If a business has a building appraised at \$50,000.00 and modernization or expansion changes the appraised value to \$100,000.00, \$50,000.00 of the new value could be abated for two years beginning January 1 after the year completed.)
- I. Taxability. From the execution of the abatement agreement to the end of the agreement period taxes shall be assessed as follows:
 - 1. The value of ineligible property shall be fully taxable; and,
 - 2. The base year value of existing eligible property as determined each year shall be fully taxable; and,
 - 3. The additional value of new eligible property shall be taxable in the manner described in Section 2.

Sec. 3. Application and Hearing.

- A. Any present or potential owner of taxable property in the jurisdiction of the taxing entities of the County of Gray, Texas may request tax abatement by filing a written request with the Gray County Commissioners Court.
- B. The application shall consist of a completed application form accompanied by:
 - 1. a general description of the proposed use and the general nature and extent of the modernization, expansion, or new improvements to be undertaken;
 - 2. a descriptive list of the improvements that will be a part of the facility; a map and property description; and
 - 3. A time schedule for undertaking and completing the planned improvements.

In the case of modernization, a statement of the assessed value of the facility separately stated for real and personal property shall be given for the tax year immediately preceding the application. The application form may require any financial and other information that may be appropriate for evaluating the financial capacity of the applicant and any other factors.

- C. After receipt of an application, the Commissioners Court shall determine within forty-five (45) days how to proceed with the application. Within this time frame the Commissioners Court shall choose to deny the application, consider the application, or consider the application on an expedited basis.
- D. Consideration of Application. If the County determines that the application should be further considered, then the County Judge shall schedule a hearing to obtain public input on the application. At least seven (7) days prior to the hearing, the County must send written notice to the presiding officers of all taxing units with jurisdiction over the property for which an abatement is sought and must publish notice of the hearing time, place and subject in the local newspaper. At the hearing, the Commissioners Court will evaluate the application against the criteria in Section 2 and decide whether to designate the property for which 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 and may then arrange to consider for approval the tax abatement agreement between the applicant and the County at its next regularly scheduled meeting. At least seven (7) days prior to entering into a tax abatement agreement, the County must give written notice of its intent to do so to the presiding officers of all taxing units with jurisdiction over the property for which an abatement is sought, along with a copy of the proposed tax abatement agreement. At the regularly scheduled meeting, the Commissioners Court may finally vote by simple majority to enter into the tax abatement agreement or to decline. An approved tax abatement agreement may be executed in the same manner as other contracts made by the County.
- E. Expedited Consideration of Application. If the County determines that the application should receive expedited consideration, then the County Judge shall schedule an opportunity to obtain public input on the application at the Commissioners Court's next meeting. At least seven (7) days prior to the meeting, the County must send written notice to the presiding officers of all taxing units with jurisdiction over the property for which an abatement is sought and must publish notice of the hearing time, place and subject in the local newspaper. Also at this time, the County must give written notice of its intent to enter into a tax abatement agreement to the presiding officers of all taxing units with jurisdiction over the property for which the abatement is sought, along with a copy of the proposed tax abatement agreement. During the Commissioners Court meeting, the Commissioners Court shall evaluate the application against the criteria in Section 2 and shall decide whether to designate the property for which the abatement is sought as a reinvestment zone. If the reinvestment zone is designated, the Commissioners Court shall pass an order to that effect and may then immediately

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consider for approval the tax abatement agreement between the applicant and the County. After consideration, the Commissioners Court may finally vote by simple majority to enter into the tax abatement agreement, or the decline. An approved tax abatement agreement may be executed in the same manner as other contracts made by the County.

- F. Confidentiality. As required by Section 312.003 of the Texas Tax Code, information that is provided to the County in connection with an application or a request for a tax abatement under this chapter that describes the specific processes or business activities to be conducted or the equipment or other property to be located on the property for which the abatement is sought is confidential and not subject to public disclosure until the tax abatement is executed.
- G. When the abatement is disapproved, an applicant may be granted a review, or rehearing, in which a new application and hearing may be required.
- H. Tax abatement may not be approved if the County finds that the application was filed after the commencement of the construction, alteration, or installation of improvements related to a proposed modernization, expansion, or new facility.
- I. Request for variance from the provisions of Section 2 may be made in written form to the Commissioners Court of Gray County. Such request shall include all the items listed in Section 3 above, together with a complete description of the circumstances that prompt the applicant to request variance. The approval process for a variance shall be identical to that for a standard application and may be supplemented by such additional requirements as may be deemed necessary by the County.

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Sec. 4. Standards for denying Approval of Abatement.

- A. If any affected jurisdiction is able to conclusively show cause in the public hearing why the granting of the abatement will have a substantial adverse effect on its bonds, tax revenue, service capacity, or the providing of services, Gray County shall deny the approval of abatement.
- B. An abatement agreement shall not be granted if it is determined that:
 - 1. There would be substantial adverse effect on the providing of government services or tax bases;
 - 2. The applicant has insufficient financial capacity;
 - 3. Planned or potential use of the property would constitute a hazard to public safety, health, or morals; or,
 - 4. Codes or laws would be violated.

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Sec. 5. Effect of Approval of Application

Gray County Commissioners Court acts only for the taxing entity of Gray County and for no other taxing entity within Gray County. The County's approval or disapproval of an application has no effect on any other taxing entity within the jurisdiction or their right to approve or disapprove an application. Only the governing bodies of the affected jurisdictions may grant tax abatements, and enter into tax abatement agreements with applicants.

Sec. 6. Tax Abatement Agreements

The Gray County Commissioners Court after approval of an application shall enter into an agreement with the applicant. Such agreements shall be executed with the owner of the facility, and with the lessee when required. Such agreements shall include:

- A. The estimated value to be abated and the base year value;
- B. The percentage of value to be abated each year;

- C. The commencement date and the termination date of abatement;
- D. The proposed use of the facility, nature of construction, time schedule, map, property description, and improvements list;
- E. Contractual obligations in the event of default, violation of terms or conditions, delinquent taxes recapture, administration, and assignment;
- F. Size of investment and average number of jobs involved. Such agreement shall normally be executed within 30 days after the applicant has forwarded all necessary information and documentation to the County; and
- G. The agreement shall stipulate that employees, or designated representatives, or both, of Gray County will have access to the reinvestment zone during the terms of the abatement to inspect the facility to determine if the terms and conditions of the agreement are being met. All inspections will be made only after the giving of 24 hours prior notice and will be conducted in such a manner that they will not unreasonably interfere with the construction or operation or both of the facility. All inspections will be made in the presence of one or more representatives of the company or individual and in accordance with the safety standards of the company or individual.

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Sec. 7 Recapture

- A. If the facility is completed and begins producing products or services, but subsequently discontinues producing products or services for any reason excepting fire, explosion, or other casualty or accident or natural disaster, for a period of one year during the abatement period, then the agreement shall terminate and so shall the abatement of the taxes for the calendar year during which the facility no longer produces. The taxes otherwise abated for that calendar year shall be paid to the affected jurisdiction within 60 days from the date of termination.
- B. If the Gray County Commissioners Court determines that the company or individual is in default according to the terms and conditions of its agreement, the Commissioners Court shall notify the company or individual in writing at the address stated in the agreement, and if such default is not cured within 60 days from the date of such notice ("cure period"), then the agreement may be terminated; provided, however if such failure cannot be cured within such sixty (60)-day period and the company or individual has commenced remedial action to cure such failure (and continued to diligently and timely pursue the completion of such remedial action), the company or individual shall be entitled to a total of one hundred eighty (180) days after receipt of notice within which to cure such default.
- C. If the company or individual (1) allows its ad valorem taxes owed to the County of Gray, or any other taxing entity in Gray County, to become delinquent after all applicable notice and cure periods and fails to timely and properly follow the legal procedures for their protest or contest or both; or (2) violates any of the terms and conditions of the abatement agreement and fails to cure during the cure-period, the agreement may then be terminated, and all taxes previously abated by virtue of the agreement will be recaptured and paid within 60 days of the termination.

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Sec. 8. Administration

- A. The Chief Appraiser of the Gray County Appraisal District shall annually determine an assessment of the real and personal property comprising the reinvestment zone. Each year, any company or individual receiving abatement shall furnish the assessor with such information as may be necessary for the abatement. Once value has been established, the chief appraiser shall notify the affected jurisdictions that levy taxes of the amount of the assessment.

- B. Upon completion of construction, a designated representative of Gray County shall annually evaluate each facility receiving abatement to insure compliance with the agreement and shall make a report to the Commissioners Court regarding the findings of each evaluation.

Sec. 9. Assignment

Abatement may be transferred and assigned by the holder to a new owner or lessee of the same facility upon the approval by resolution of the affected jurisdiction, subject to the financial capacity of the assignee and provided that all conditions and obligations in the abatement agreement are guaranteed by the execution of a new contractual agreement with the affected jurisdiction. No assignment or transfer shall be approved if the parties to the existing agreement, the new owner, or the new lessee are liable to any taxing entity in Gray County for outstanding delinquent taxes or other obligations. Approval shall not be unreasonably withheld, conditioned or delayed.

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Sec. 10. Sunset Provision

The guidelines and criteria are effective upon the date of their adoption and will remain in force for two years from the Effective Date (defined below) unless amended by a three-quarters vote of the Gray County Commissioners Court, at which time the tax abatement contracts created according to these provisions will be reviewed to determine whether or not the goals have been achieved. Based on that review, the guidelines and criteria may be further modified, renewed or eliminated.

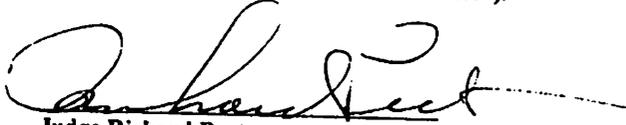
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The foregoing was lawfully approved by County Commissioner's Court, effective as the 15 day of Feb 2013 (the "Effective Date").



Judge Richard Peet
Gray County Judge

Joe Wheeley
Commissioner Precinct 1

Gary Willoughby
Commissioner Precinct 2

Commissioner Precinct 3
Neil Fulton

Commissioner Precinct 4
Jeff Haley

ATTEST:

Susan Winborne
Gray County Clerk

Clerk's Seal stamped above

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BE IT REMEMBERED, that the Commissioners Court met in **REGULAR SESSION**

at the Courthouse at 205 N. Russell in Pampa, Texas on this the 15th day of February, 2013,

at 9:00 a.m. with the following officers and members present:

Richard D. Peet, County Judge, Presiding
Joe Wheeley, Commissioner, Precinct No. 1
Gary Willoughby, Commissioner, Precinct No. 2
Neil Fulton, Commissioner, Precinct No. 3
Jeff Haley, Commissioner, Precinct No. 4
Susan Winborne, County Clerk

Court was duly opened and the following proceedings were had:

Commissioner Fulton gave the invocation and led the Pledge of Allegiance.

AGENDA ITEM NO. II. CITIZENS TO BE HEARD. There were no citizens in Court that wished to be heard.

Judson Eddins, owner of Texas Furniture, discussed furniture for the new terminal building at Perry Lefors Airport. He proposed the following: 3 sofas, 4 club chairs, 2 tables with 4 chairs each for the Lobby; 1 sofa, 1 club chair and 1 recliner for the pilot's lounge; 1 L-shaped desk and 4 office chairs for the office; and 6 occasional tables and 4 sofa tables. All the furniture is commercial grade.

13-034

Motion: Commissioner Willoughby
Second: Commissioner Fulton

Approve setting a budget of \$10,000 to purchase furniture locally for the Perry Lefors Airport terminal.

"Aye": All the Commissioners and the Judge
"Opposed": None

13-035

Motion: Commissioner Haley
Second: Commissioner Willoughby

Accept bid of \$6,153.61 from B&G Electric for electrical work on the upstairs addition of the heliport. A total of \$7,000 will be transferred from the Courthouse Capital Project Fund to pay for electrical work and the expense to finish the east wall.

"Aye": All the Commissioners and the Judge
"Opposed": None

Colin Fleming, representative of Pioneer Green Energy, discussed designation of Reinvestment Zone in Gray County.

13-036

Motion: Commissioner Willoughby
Second: Commissioner Wheeley

Approve criteria of Reinvestment Zone and consider any potential request for tax abatement.

"Aye": Commissioners Wheeley, Willoughby, Fulton and the Judge
"Opposed": Commissioner Haley

PUBLIC HEARING

There will be a public hearing to consider designation of a reinvestment zone in Gray County at 9 a.m. March 15, 2013, during the Special Session of the Gray County Commissioners Court meeting, 205 N. Russell, County Courtroom, 2nd Floor, Pampa, Texas 79065.

School Districts located in Gray County

Fort Elliott ISD
P. O. Box 138
Briscoe, TX 79011
806.375.2454

Grandview Hopkins ISD
Bryan Hanna, Superintendent
11676 FM 293
Groom, TX 79039
806.669.3831
806.669.3044 – fax

Groom ISD
Jay Lamb, Superintendent
P. O. Box 598
Groom, TX 79039
806.248.7474
806.248.7949 – fax

Lefors ISD
Bill Morgan, Superintendent
P. O. Box 390
Lefors, TX 79054
806.835.2533

McLean ISD
Pam Mitchell, Superintendent
P. O. Box 90
McLean, TX 79057
806.779.2301
206.779.2248 – fax

Miami ISD
Donna Gill, Superintendent
100 Warrior Lane
Miami, TX 79059
806.868.3971

Pampa ISD
Dr. David Young, Superintendent
321 W. Albert
Pampa, TX 79065
806.669.4700
806.665.0506 – fax

Wheeler ISD
Frank Belcher, Superintendent
P. O. Box 1010
Wheeler, TX 79096
806.826.5241
806.826.3118 - fax

White Deer ISD
Karl Vaughn, Superintendent
P. O. Box 517
White Deer, TX 79097
806.883.2311

PUBLIC HEARING

There will be a public hearing to consider designation of a reinvestment zone in Gray County at 9 a.m. March 1, 2013, during the Special Session of the Gray County Commissioners Court meeting, 205 N. Russell, County Courtroom, 2nd Floor, Pampa, Texas 79065.

Clarendon College – Pampa College
Raymond Jaramillo, Vice President of Pampa Center
1601 W. Kentucky
Pampa, TX 79065
806.665.8801

Canadian River Municipal Water Authority
P. O. Box 9
Sanford, TX 79078
806.865.3325
806.865.3314 - fax