

**AMENDMENT NO. 1 TO LIMITATION ON APPRAISED VALUE AGREEMENT  
BETWEEN GROOM INDEPENDENT SCHOOL DISTRICT  
AND SALT FORK WIND, LLC  
(Comptroller Application No. 387)**

This **AMENDMENT NO. 1 TO LIMITATION ON APPRAISED VALUE AGREEMENT FOR GROOM INDEPENDENT SCHOOL DISTRICT** (this “**First Amendment**”) is entered into by and between **SALT FORK WIND, LLC**, a Delaware limited liability company, Texas Taxpayer Identification Number 32035855454 (the “**Applicant**”), and Groom Independent School District (the “**District**”). The Applicant and the District may hereafter be referred to as, together, the “**Parties**” and each, a “**Party**.” Undefined capitalized terms herein shall have the meaning given to them in the Agreement (as defined below).

**WITNESSETH:**

**WHEREAS**, on or about July 1, 2014, pursuant to Chapter 313 of the Texas Tax Code (the “Code”), after conducting a public hearing on the matter, the District made factual findings, and passed, approved, and executed that certain Limitation on Appraised Value Agreement for Groom Independent School District dated July 1, 2014, by and between the District and the Applicant (the “**Agreement**”), covering qualified property within the Gray County Reinvestment Zone #1 and as further described and depicted in **EXHIBIT 2** attached to the Agreement (“**Reinvestment Zone 1**”). The Resolution creating Reinvestment Zone 1 is filed in the minutes of the Gray County Commissioners’ Court.

**WHEREAS**, Section 18, Block C2, Survey CCSD&RGNG RR CO, as reflected in the attached revised Exhibit 2, was inadvertently omitted from Reinvestment Zone 1.

**WHEREAS**, on or about March 2, 2015, the Gray County Commissioners’ Court issued a Resolution designating certain additional property located in Gray County as Gray County Reinvestment Zone #2 created pursuant to the Code, Chapter 312, by action of said Gray County (“**Reinvestment Zone 2**”). Said Resolution is filed in the minutes of the Gray County Commissioners’ Court effective March 2, 2015, a true and correct copy of which is attached hereto as Attachment 1.

**WHEREAS**, a portion of Applicant’s Qualified Property, specifically, that property located at Section 18, Block C2, Survey CCSD&RGNG RR CO, is located in Reinvestment Zone 2. The Description and Location of the Applicant’s Qualified Investment, which is attached to the Agreement as **EXHIBIT 3**, does not reference said portion of Applicant’s Qualified Property.

**WHEREAS**, pursuant to Section 11.2 of the Agreement, the District and the Applicant desire and have agreed to amend **EXHIBIT 2** (Description and Maps of Reinvestment Zone and/or Enterprise Zone) and **EXHIBIT 3** (Description and Location of the Applicant’s Qualified Investment) of the Agreement to include both Reinvestment Zone 1 and Reinvestment Zone 2 for purposes of the Agreement, and to clarify that the location of the Qualified Investment and the Qualified Property is within such Reinvestment Zones.

**WHEREAS**, on the 23rd day of April, 2015, after conducting a public hearing and providing interested persons an opportunity to be heard on the matter, the Board of Trustees determined that this First Amendment is in the best interest of the District and the State of Texas and is consistent with and authorized by Chapter 313 of the Texas Tax Code, and approved the form of this First Amendment and authorized the District's representative, whose signature appears below, to execute and deliver such First Amendment to the Applicant.

**NOW, THEREFORE**, in consideration of the premises and mutual covenants contained herein and for other good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, the Parties, intending to be legally bound, do hereby covenant and agree to amend the Agreement as follows:

1. Exhibits.

- a. **EXHIBIT 2** (Description and Map of Reinvestment Zone and/or Enterprise Zone) to the Agreement is hereby replaced by the descriptions and maps set forth in the Exhibit 2 attached to this Amendment.
- b. **EXHIBIT 3** (Description and Location of the Applicant's Qualified Investment) to the Agreement is hereby replaced by the descriptions set forth in Exhibit 3 attached to this Amendment.

2. Effect. Except as modified and amended by the terms of this First Amendment, all of the terms, conditions, provisions and covenants of the Agreement are ratified and shall remain in full force and effect, and the Agreement and this First Amendment shall be deemed to constitute a single instrument or document. Should there be any inconsistency between the terms of this First Amendment and the Agreement, the terms of this First Amendment shall prevail. A copy of this First Amendment shall be delivered to the Gray County Appraisal District and to the Texas Comptroller to be posted on the Texas Comptroller's internet website.

3. Binding on Successors and Assigns. The Agreement, as amended by this First Amendment, shall be binding upon and inure to the benefit of the Parties and each other person and entity having any interest therein during their ownership thereof, and their respective successors and assigns.

4. Counterparts. This First Amendment may be executed in counterparts, each of which shall be deemed an original and all of which when taken together shall constitute one and the same document.

IN WITNESS WHEREOF, the Parties have caused this First Amendment to be executed and delivered by their duly authorized representatives.

IN WITNESS WHEREOF, the authorized representatives of the parties hereto affix their signatures as of the date set forth below to be effective on the \_\_\_\_ day of \_\_\_\_\_, 2015.

**SALT FORK WIND, LLC**

A Delaware limited liability company

By: Cielo Salt Fork GP, LLC

A Texas limited liability company

Manager of Salt Fork Wind, LLC

By: \_\_\_\_\_

Name: Walter Hornaday

Title: President

Date: \_\_\_\_\_

3/20/15

**GROOM INDEPENDENT SCHOOL DISTRICT**

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

4/23/15

ATTEST:

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Jeannie Ruthardt  
Jeannie Ruthardt  
Secretary

## ATTACHMENT 1

### RESOLUTION OF THE COMMISSIONERS COURT OF GRAY COUNTY, TEXAS DESIGNATING GRAY REINVESTMENT ZONE #2

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

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

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

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

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

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

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

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

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

- (b) That the boundaries of the reinvestment zone should be the area described in the attached Exhibit "A" and depicted in the map attached hereto as Exhibit "B", which are incorporated herein by reference for all purposes. In the event of discrepancy between the descriptions of Exhibit "A" and map on Exhibit "B", the map shall control; and,
- (c) That creation of the reinvestment zone will result in benefits to GRAY County, Texas and to land included in the zone and that the improvements sought are feasible and practical; and
- (d) The reinvestment zone meets the criteria set forth in Texas Property Tax Code Chapter 312 for the creation of a reinvestment zone as set forth in the Property Redevelopment and Tax Abatement Act, as amended, and the Guidelines, in that it is reasonably likely as a result of the designation to contribute to the retention or expansion of primary employment or to attract investment in the zone that would be a benefit to the property and that would contribute to the economic development of GRAY County, Texas, and that the entire tract of land is located entirely within an unincorporated area of GRAY County, Texas.

SECTION 3. That pursuant to the Property Redevelopment and Tax Abatement Act, as amended, and the Guidelines, GRAY County Commissioner's Court hereby creates GRAY Reinvestment Zone #2, a reinvestment zone for commercial-industrial tax abatement encompassing only the area described in Exhibit "A" and depicted in Exhibit "B", and such reinvestment zone is hereby designated and shall hereafter be referred to as GRAY Reinvestment Zone #2.

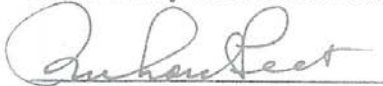
SECTION 4. That GRAY Reinvestment Zone #2 shall take effect on this date, and shall remain designated as a commercial-industrial reinvestment zone for a period of five (5) years from such date of designation, and may be renewed for an additional five (5) year period thereafter.

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

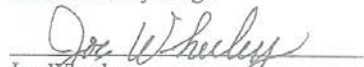
SECTION 6. That it is hereby found, determined and declared that a sufficient notice of the date, hour, place and subject, of the meeting of the GRAY County Commissioners Court at which this Resolution was adopted was posted at a place convenient and readily accessible at all times as required by the Texas Open Government Act, Texas Government Code, Chapter 551, as amended, and that a public hearing was held prior to the designation of such reinvestment zone and that proper notice of the hearing was published in the official newspaper of general circulation within the County, and furthermore, such notice was in fact delivered to the presiding officer of any affected taxing entity as prescribed by the Property Redevelopment and Tax Abatement Act.

PASSED, APPROVED AND ADOPTED on March 2, 2015.

**GRAY County Commissioners Court**



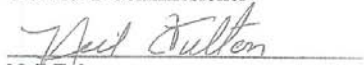
Richard Peet  
GRAY County Judge



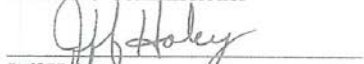
Joe Wheeley  
Precinct 1 Commissioner



Gary Willoughby  
Precinct 2 Commissioner



Neil Fulton  
Precinct 3 Commissioner



Jeff Haley  
Precinct 4 Commissioner

Attest:

  
Susan Winborne, GRAY County Clerk

**EXHIBIT A**  
**LEGAL DESCRIPTION OF**  
**GRAY REINVESTMENT ZONE #2**

GRAY Reinvestment Zone #2 is comprised of the following parcels. In the event of discrepancy between this Exhibit "A" and the attached map on Exhibit "B", Exhibit "B" shall control; provided however, the GRAY Reinvestment Zone #2 shall in no way be deemed to include any portion of any municipality located within the designate area.

[illegible]

EXHIBIT "B"  
MAP OF  
GRAY REINVESTMENT ZONE #2





## EXHIBIT 2

### DESCRIPTION AND LOCATION OF ENTERPRISE OR REINVESTMENT ZONE

**DONLEY COUNTY:**

The Donley County Commissioners Court created Donley County Reinvestment Zone #1 on September 9, 2013, which is comprised of the following parcels:

Section	Block	Survey
10	B3	H&GN RR CO
11	B3	H&GN RR CO
12	B3	H&GN RR CO
13	B3	H&GN RR CO
14	B3	H&GN RR CO
15	B3	H&GN RR CO
22	B3	H&GN RR CO
23	B3	H&GN RR CO
24	B3	H&GN RR CO
25	B3	H&GN RR CO
29	B3	H&GN RR CO
30	B3	H&GN RR CO
31	B3	H&GN RR CO
32	B3	H&GN RR CO
33	B3	H&GN RR CO
4	B3	H&GN RR CO
5	B3	H&GN RR CO
6	B3	H&GN RR CO
7	B3	H&GN RR CO
8	B3	H&GN RR CO
9	B3	H&GN RR CO
35	C2	CARHART, L H
25	C2	GC&SF RR CO
26	C2	GC&SF RR CO
27	C2	GC&SF RR CO
29	C2	GC&SF RR CO
30	C2	GC&SF RR CO
31	C2	GC&SF RR CO
32	C2	GC&SF RR CO
23	C2	H&GN RR CO
24	C2	H&GN RR CO
33	C2	L&SV RR CO
34	C2	L&SV RR CO
21	C2	TT RR CO
22	C2	TT RR CO
31	C3	GC&SF RR CO
32	C3	GC&SF RR CO
62	C3	TT RR CO
82	HD	HUGGINS, S H
79	HD	JEFFERIES, J D
		RAWLINGS, A J
		RAWLINGS, W L

**Agreement for Limitation on Appraised Value**

Between Groom ISD and Salt Fork Wind, LLC (App No. 387)

April 23, 2015

*Texas Economic Development Act Agreement*

*Comptroller Form 50-286 (January 2014)*

## Map of Donley County Reinvestment Zone #1



**Agreement for Limitation on Appraised Value**  
 Between Groom ISD and Salt Fork Wind, LLC (App No. 387)  
 April 23, 2015

*Texas Economic Development Act Agreement*  
*Comptroller Form 50-286 (January 2014)*

**GRAY COUNTY:**

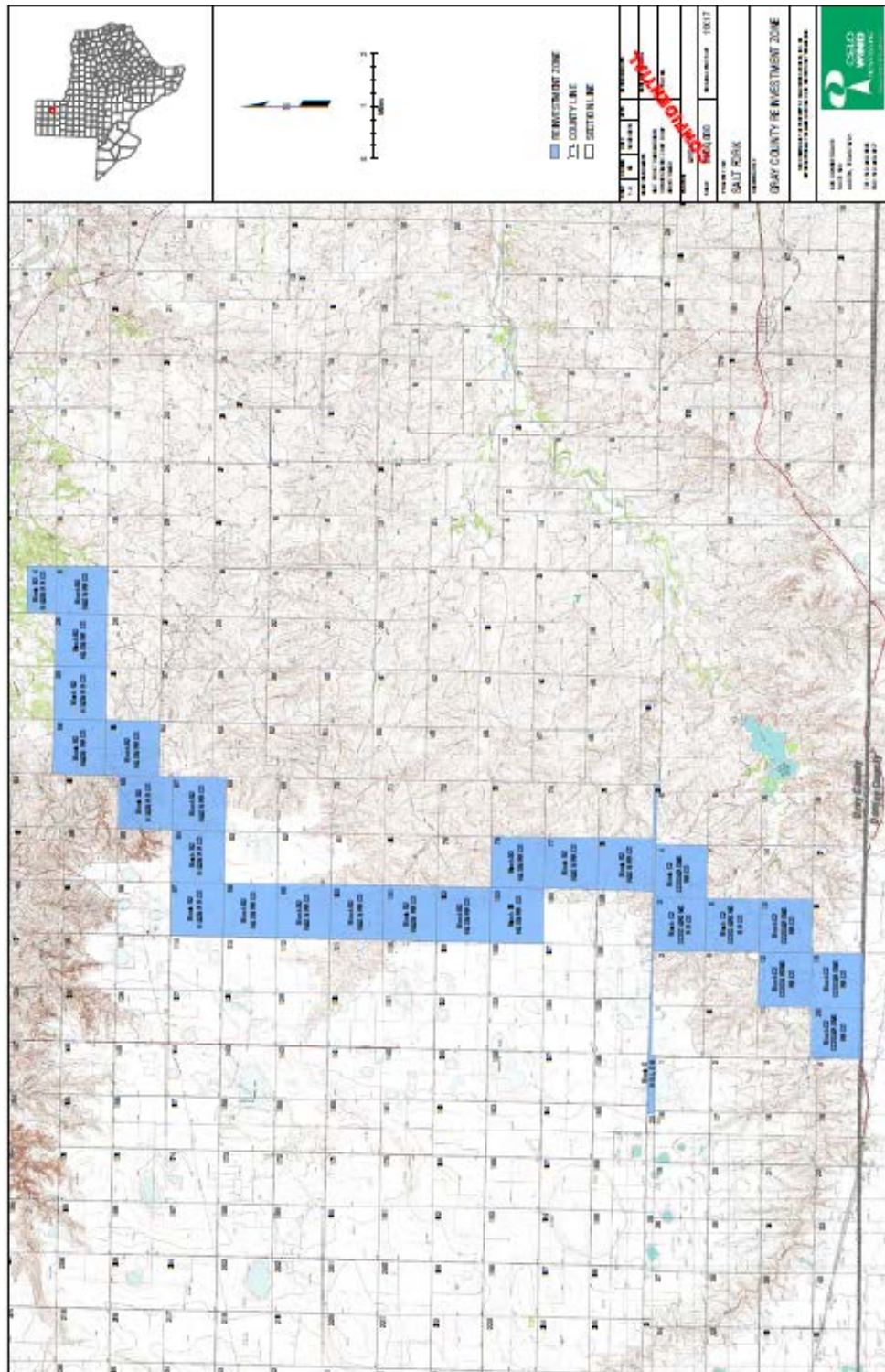
The Gray County Commissioners Court created Gray County Reinvestment Zone #1 on November 1, 2013, which is comprised of the following parcels:

Section	Block	Survey
100	82	H&GN RR CO
101	82	H&GN RR CO
102	82	H&GN RR CO
103	82	H&GN RR CO
26	82	H&GN RR CO
35	82	H&GN RR CO
4	82	H&GN RR CO
5	82	H&GN RR CO
55	82	H&GN RR CO
56	82	H&GN RR CO
66	82	H&GN RR CO
67	82	H&GN RR CO
76	82	H&GN RR CO
77	82	H&GN RR CO
78	82	H&GN RR CO
84	82	H&GN RR CO
97	82	H&GN RR CO
98	82	H&GN RR CO
99	82	H&GN RR CO
12	C2	CCSD & RGNG RR CO
19	C2	CCSD & RGNG RR CO
20	C2	CCSD & RGNG RR CO
13	C2	CCSD & RGNG RR CO
3	C2	CCSD & RGNG RR CO
4	C2	CCSD & RGNG RR CO
8	C2	CCSD & RGNG RR CO
22	S	HILL, D B

Further, The Gray County Commissioners Court created Gray County Reinvestment Zone #2 on March 2, 2015, which is comprised of the following parcels:

Section	Block	Survey
18	C2	CCSD&RGNGRR CO.

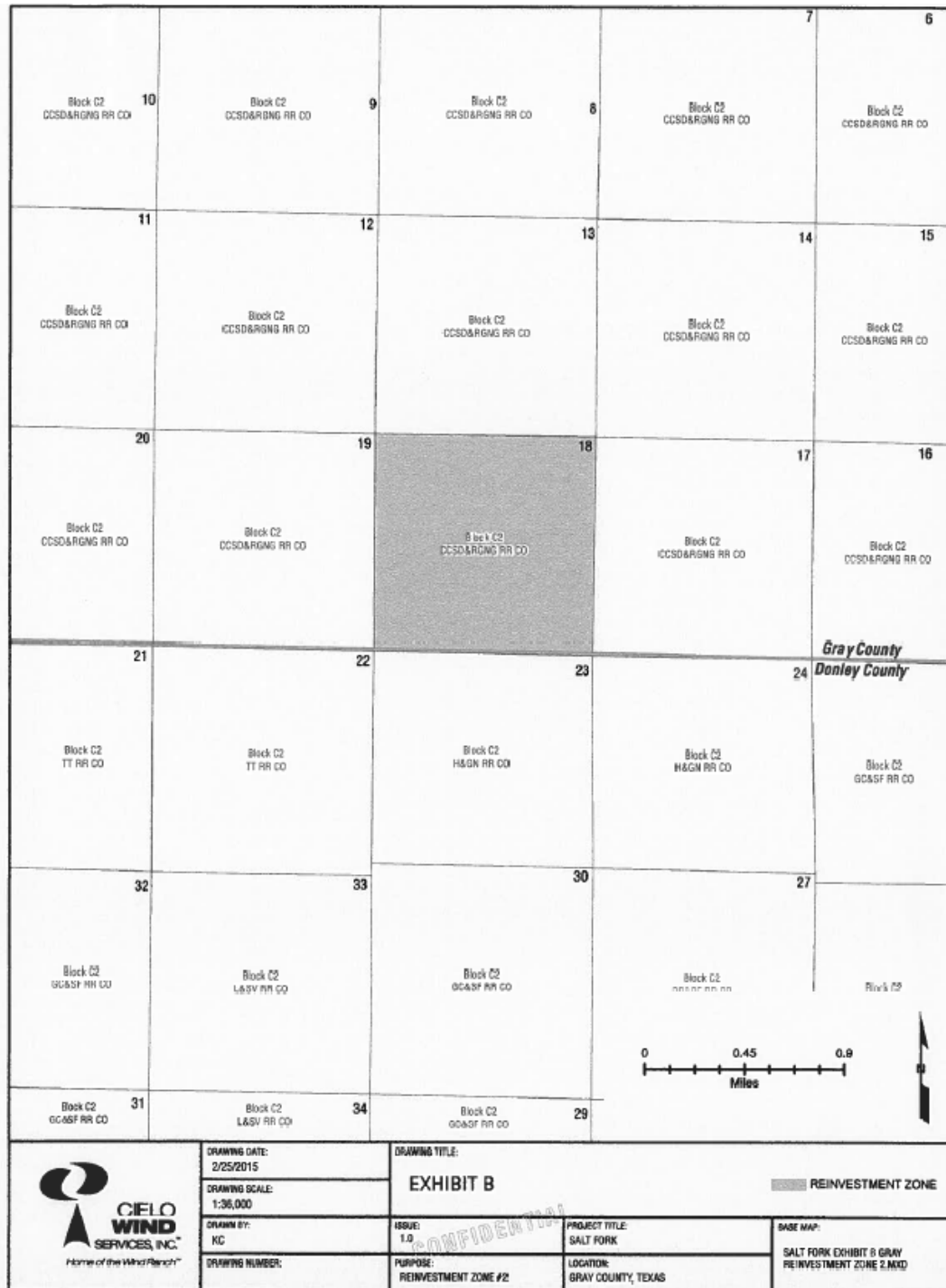
# Map of Gray County Reinvestment Zone #1



Agreement for Limitation on Appraised Value  
Between Groom ISD and Salt Fork Wind, LLC (App No. 387)  
April 23, 2015

Texas Economic Development Act Agreement  
Comptroller Form 50-286 (January 2014)

## Map of Gray County Reinvestment Zone #2



**Agreement for Limitation on Appraised Value**  
Between Groom ISD and Salt Fork Wind, LLC (App No. 387)  
April 23, 2015

*Texas Economic Development Act Agreement*  
*Comptroller Form 50-286 (January 2014)*

### EXHIBIT 3

#### DESCRIPTION AND LOCATION OF THE APPLICANT'S QUALIFIED INVESTMENT

A portion of the Qualified Property owned by the Applicant (55 of the 96 WTG's the Applicant intends to build) is located in those portions of Donley County Reinvestment Zone #1 and Gray County Reinvestment Zones #1 and #2 that are within the boundaries of Groom Independent School District. Donley County Reinvestment Zone #1 is legally described as:

#### Donley County:

Section	Block	Survey
10	B3	H&GN RR CO
11	B3	H&GN RR CO
12	B3	H&GN RR CO
13	B3	H&GN RR CO
14	B3	H&GN RR CO
15	B3	H&GN RR CO
22	B3	H&GN RR CO
23	B3	H&GN RR CO
24	B3	H&GN RR CO
25	B3	H&GN RR CO
29	B3	H&GN RR CO
30	B3	H&GN RR CO
31	B3	H&GN RR CO
32	B3	H&GN RR CO
33	B3	H&GN RR CO
4	B3	H&GN RR CO
5	B3	H&GN RR CO
6	B3	H&GN RR CO
7	B3	H&GN RR CO
8	B3	H&GN RR CO
9	B3	H&GN RR CO
35	C2	CARHART, L H
25	C2	GC&SF RR CO
26	C2	GC&SF RR CO
27	C2	GC&SF RR CO
29	C2	GC&SF RR CO
30	C2	GC&SF RR CO
31	C2	GC&SF RR CO
32	C2	GC&SF RR CO
23	C2	H&GN RR CO
24	C2	H&GN RR CO
33	C2	L&SV RR CO
34	C2	L&SV RR CO
21	C2	TT RR CO
22	C2	TT RR CO
31	C3	GC&SF RR CO
32	C3	GC&SF RR CO
62	C3	TT RR CO
82	HD	HUGGINS, S H
79	HD	JEFFERIES, J D
		RAWLINGS, A J
		RAWLINGS, W L

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Between Groom ISD and Salt Fork Wind, LLC (App No. 387)  
April 23, 2015

*Texas Economic Development Act Agreement*  
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## Gray County:

Gray County Reinvestment Zone #1 is legally described as:

Section	Block	Survey
100	82	H&GN RR CO
101	82	H&GN RR CO
102	82	H&GN RR CO
103	82	H&GN RR CO
26	82	H&GN RR CO
35	82	H&GN RR CO
4	82	H&GN RR CO
5	82	H&GN RR CO
55	82	H&GN RR CO
56	82	H&GN RR CO
66	82	H&GN RR CO
67	82	H&GN RR CO
76	82	H&GN RR CO
77	82	H&GN RR CO
78	82	H&GN RR CO
84	82	H&GN RR CO
97	82	H&GN RR CO
98	82	H&GN RR CO
99	82	H&GN RR CO
12	C2	CCSD & RGNG RR CO
19	C2	CCSD & RGNG RR CO
20	C2	CCSD & RGNG RR CO
13	C2	CCSD & RGNG RR CO
3	C2	CCSD & RGNG RR CO
4	C2	CCSD & RGNG RR CO
8	C2	CCSD & RGNG RR CO
22	S	HILL, D B

Gray County Reinvestment Zone #2 is legally described as:

Section	Block	Survey
18	C2	CCSD&RGNGRR CO.