



EDF Renewable Energy  
15445 Innovation Drive  
San Diego, CA 92128  
T : 858.521.3323

July 18, 2016

Mr. Jay Lamb, Superintendent  
Groom Consolidated Independent School District  
304 W. 3<sup>rd</sup> St.  
Groom, TX 79039

VIA EMAIL AND CERTIFIED MAIL DELIVERY

**Re: Salt Fork Wind, LLC - Request for Amendment**

Salt Fork Wind, LLC ("Salt Fork Wind") hereby requests an amendment to its Chapter 313 Appraised Value Limitation Agreements ("Agreements") with Clarendon ISD, Application No. 386, and Groom ISD, Application No. 387 to correct an error in each amended application. Specifically, Salt Fork Wind would like to amend its job creation requirement in Section 2.5(B) of the Agreements to four (4) jobs in the Clarendon ISD Agreement and three (3) jobs in the Groom ISD Agreement. Also, the number of turbines and corresponding megawatts has been finalized for construction and should be amended to reflect fifty-one (51) turbines (102 MW) for Groom ISD and sixty-three (63) turbines (126 MW) for Clarendon ISD.

The Salt Fork Wind project is a single two-hundred twenty-eight (228) MW wind farm that spans two (2) school districts, Clarendon ISD and Groom ISD. Chapter 313 Applications for Appraised Value Limitation ("Applications") were submitted and approved for both ISDs and the applicant / owner at the time of the Applications, Cielo Wind Services, Inc. ("Cielo"), attached a Request for Waiver of Job Creation Requirement ("Job Waiver Request") to both Applications. See attached. The Job Waiver Request in both Applications sought a reduction from the minimum of ten (10) new qualified jobs to seven (7) new qualified jobs for the Project, which was erroneously carried forward to seven (7) new qualified jobs for each of Clarendon ISD and Groom ISD. Based upon the error, each of the school districts approved a job creation waiver of seven (7) new qualified jobs.

The reference to a total of seven (7) new qualified jobs in the Job Waiver Request letter in each application was an aggregate total for the entire wind farm Project. Cielo made an error in requesting a waiver for seven (7) new qualified jobs in both Applications, which created a total jobs requirement for the Project of fourteen (14) new qualified jobs. The Job Waiver Request states that the industry standard is one full-time employee for every fifteen (15) to twenty (20) turbines. The project contemplates sixty-three (63) turbines in Clarendon ISD, equating to 3-4 jobs, and fifty-one (51) turbines in Groom ISD, equating to 3 jobs. Clearly, fourteen (14) new qualified jobs is not consistent with a one hundred fourteen (114) turbine wind farm project.



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Additionally, Salt Fork Wind has increased the number of turbines and megawatt capacity in Groom ISD by adding a Phase II which is expected to be constructed and have a commercial date of operation in 2017. Because of the error in the original Job Waiver Request and the modification of the number of turbines and layout in Groom ISD, Salt Fork Wind respectfully requests that the Groom ISD Agreement be amended to correct the error, which results in three (3) new qualified jobs in Groom ISD, and update the increased turbine and megawatt capacity.

If you have any questions, please contact me at 858.521.3323.

Sincerely,

A handwritten signature in blue ink, appearing to read "R. Pfaff", written in a cursive style.

EDF Renewable Development, Inc., Managing Member of  
EDF-RE US Development, LLC, Manager of  
Salt Fork Wind, LLC

Ryan Pfaff  
Executive Vice President, Development

cc:

John Shultzabarger, EDF Renewable Energy, Inc.  
Paula Lowrie, Donley County Appraisal District  
Allen Espinosa, Merit Advisors  
C.J. Evans, Jr., Merit Advisors  
James Wester, Underwood Law Firm  
Fred Stormer, Underwood Law Firm



SCHOOL DISTRICT INFORMATION – CERTIFICATION OF APPLICATION (CONTINUED)

Authorized School District Consultant (If Applicable)

First Name <b>Fred</b>		Last Name <b>Stormer</b>	
Title <b>Attorney At Law</b>			
Firm Name <b>Underwood Law Firm</b>			
Street Address <b>500 S. Taylor, Suite 1200 LB 233</b>			
Mailing Address			
City <b>Amarillo</b>	State <b>Texas</b>	ZIP <b>79105</b>	
Phone Number <b>806-379-0304</b>	Fax Number <b>806-379-0316</b>		
Mobile Number (Optional)	Email Address <b>Fred.stormer@uw.law.com</b>		

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 <b>7/22/2016</b>
---	--------------------------

Has the district determined this application complete? .....  Yes  No

If yes, date determined complete ..... August 1, 2016

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

SCHOOL DISTRICT CHECKLIST AND REQUESTED ATTACHMENTS

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

**APPLICANT INFORMATION – CERTIFICATION OF APPLICATION**

**Authorized Business Representative (Applicant)**

First Name <b>Ryan</b>		Last Name <b>Pfaff</b>	
Title <b>Executive Vice President, Development</b>			
Organization <b>EDF Renewable Development, Inc.</b>			
Street Address <b>15445 Innovation Drive</b>			
Mailing Address			
City <b>San Diego</b>		State <b>California</b>	ZIP <b>92128</b>
Phone Number <b>828-521-3323</b>		Fax Number <b>828-521-3333</b>	
Mobile Number (optional)		Business Email Address <b>ryan.pfaff@edf-re.com</b>	

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

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

First Name		Last Name	
Title			
Organization			
Street Address			
Mailing Address			
City		State	ZIP
Phone Number		Fax Number	
Mobile Number (optional)		Email 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 C.J.	Last Name Evans, Jr.	
Title Principal		
Firm Name Merit Advisors		
Street Address 1410 N. Westshore Blvd., Suite 111		
Mailing Address		
City Tampa	State Florida	ZIP 33607
Phone Number 813-289-5600	Fax Number 813-289-1213	
Business Email Address cjevans@meritadvisor.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 7/13/16
--	-----------------

GIVEN under my hand and seal of office this \_\_\_\_\_ day of \_\_\_\_\_

See Attached Certificate

Notary Public, State of \_\_\_\_\_

(Notary Seal)

My commission expires \_\_\_\_\_

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





FEES AND PAYMENTS

[X] 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 [X] 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

Salt Fork Wind, LLC

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

32035855454

NAICS Code

221115-2012 NAICS Code (221119-1997 NAICS Code)

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

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

APPLICANT BUSINESS STRUCTURE

Registered to do business in Texas with the Texas Secretary of State? [X] 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)? [X] 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? [X] Yes [ ] No

3. Are all applicant members of the combined group current on all tax payments due to the State of Texas? [ ] NA [X] 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.)

Empty text box for providing explanation or documentation.



ELIGIBILITY UNDER TAX CODE CHAPTER 313.024

Are you an entity to which Tax Code, Chapter 171 applies? [checked] 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 [checked] No
(2) research and development [ ] Yes [checked] No
(3) a clean coal project... [ ] Yes [checked] No
(4) an advanced clean energy project... [ ] Yes [checked] No
(5) renewable energy electric generation [checked] Yes [ ] No
(6) electric power generation using integrated gasification combined cycle technology [ ] Yes [checked] No
(7) nuclear electric power generation [ ] Yes [checked] 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 [checked] No

Are you requesting that any of the land be classified as qualified investment? [ ] Yes [checked] No
Will any of the proposed qualified investment be leased under a capitalized lease? [ ] Yes [checked] No
Will any of the proposed qualified investment be leased under an operating lease? [ ] Yes [checked] No
Are you including property that is owned by a person other than the applicant? [ ] Yes [checked] 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 [checked] 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 Attachment #4: Project Description - Question 1

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

See Attachment #4: Project Description - Question 2

PROJECT CHARACTERISTICS (CHECK ALL THAT APPLY)

- [checked] New Jobs [checked] Construct New Facility [ ] New Business / Start-up [ ] Expand Existing Facility
[ ] Relocation from Out-of-State [ ] Expansion [checked] Purchase Machinery & Equipment
[ ] Consolidation [ ] Relocation within Texas

PROJECTED TIMELINE

Begin Construction December 2015 Begin Hiring New Employees December 2016
Construction Complete December 2017 Fully Operational December 2017
Purchase Machinery & Equipment December 2015

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)? [checked] 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 2016



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 website at www.texasahead.org/tax\_programs/chapter313/.

At the time of application, what is the estimated minimum qualified investment required for this school district? \$10 million
What is the amount of appraised value limitation for which you are applying? \$10 million
What is your total estimated qualified investment? \$132,368,182

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? October 2016
What is the anticipated date of the beginning of the qualifying time period? October 2016
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? \$132,368,182

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

Attach the following items to this application:

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

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

Except for new equipment described in Tax Code §151.318(q) or (q-1), is the proposed tangible personal property to be placed in service for the first time:
(1) in or on the new building or other new improvement for which you are applying? Yes No
(2) if not in or on the new building or other new improvement for which you are applying for an appraised value limitation, is the personal property necessary and ancillary to the business conducted in the new building or other new improvement? Yes No
(3) on the same parcel of land as the building for which you are applying for an appraised value limitation? Yes No

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

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

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

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

QUALIFIED PROPERTY

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

Attach the following items to this application:

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

Land

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

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

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

Will the project be on leased land? Yes No

**QUALIFIED PROPERTY (CONTINUED)**

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

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

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

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

**Miscellaneous**

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

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

List current market value of existing property at site as of most recent tax year. N/A (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)? 3

The last complete calendar quarter before application review start date is the:  
 First Quarter  Second Quarter  Third Quarter  Fourth Quarter of 2015 (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? 3

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

Total number of new jobs that will have been created when fully operational 3

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? 3

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 [www.texasahead.org/tax\\_programs/chapter313/](http://www.texasahead.org/tax_programs/chapter313/))

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).

Checklist Item #3

**ATTACHMENT**

Documentation of Combined Group Membership

**Page – 5 – Applicant Business Structure – Documentation of Combined Group Membership & Contact info**

- 1) Salt Fork Wind LLC, a Delaware Limited Liability Company formed March 12, 2014 upon the filing of a Certificate of Conversion from a Texas Limited Partnership to a Delaware Limited Liability Company pursuant to Section 18-214 of the Delaware Limited Liability Act.
- 2) Salt Fork Wind LLC will be part of the Combined Group State of Texas tax return for the calendar year 2015 and that report will be submitted to the State of Texas August 15, 2016.
  - a. Salt Fork, LLC – Texas Taxpayer ID: 32035855454
  - b. Salt Fork, LLC
    - i. EDF-RE US Development, LLC (100%) – Taxpayer ID: 46-3346232
    - ii. EDF Renewable Development, Inc. (95% ) – Taxpayer ID: 90-0072316
    - iii. EDF Renewable Asset Holdings, Inc. (5%) – Taxpayer ID: 33-0418077
    - iv. EDF Renewable Energy Inc. (100%) – Taxpayer ID: 33-0243943 Texas Taxpayer ID: 32042568439
- 3) Salt Fork, LLC, EDF Renewable Development, Inc. and EDF Renewable Asset Holdings, are all reported on the combined Group State of Texas return with the name of EDF Renewable Energy Inc., and under Taxpayer ID: 32042568439.
- 4) Contact information for EDF Renewable Energy, Inc., State of Texas Taxpayer ID 32042568439 is as follows:

EDF Renewable Energy, Inc.  
15445 Innovation Dr.  
San Diego, CA 92128  
Phone 858-521-3300 Fax 858-521-3333  
Contact: Tristan Grimbert, President/ECO

Accounting Contact: Luis Silva, CFO      luis.silva@edf-re.com

Tab 2

**Proof of Payment of Application Fee**

Proof of payment attached.

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)*

**Texas Franchise Tax Extension Request**

■ **Tcode** 13258 ANNUAL

■ Taxpayer number 32042568439      ■ Report year 2016      Due date 05/15/2016

Taxpayer name <b>EDF RENEWABLE ENERGY, INC.</b>				Secretary of State file number or Comptroller file number <b>0047980480</b>
Mailing address <b>15445 INNOVATION DRIVE</b>				Check box if the address has changed <input type="checkbox"/>
City <b>SAN DIEGO</b>	State <b>CA</b>	Country <b>USA</b>	ZIP code plus 4 <b>92128</b>	
Check box if this is a combined report <input checked="" type="checkbox"/>				

If this extension is for a combined group, you must also complete and submit Form 05-165.

**Note to mandatory Electronic Fund Transfer (EFT) payers:  
When requesting a second extension do not submit an Affiliate List Form 05-165.**

1. Extension payment (Dollars and cents) 1. ■ 45000.00

Print or type name <b>OFFICER</b>	Area code and phone number <b>(858) 521 -3300</b>
I declare that the information in this document and any attachments is true and correct to the best of my knowledge and belief.	
<b>sign here</b> ▶	Date
<b>Mail original to:</b> Texas Comptroller of Public Accounts P.O. Box 149348 Austin, TX 78714-9348	

Instructions for each report year are online at [www.comptroller.texas.gov/taxinfo/taxforms/05-forms.html](http://www.comptroller.texas.gov/taxinfo/taxforms/05-forms.html). If you have any questions, call 1-800-252-1381.

Taxpayers who paid \$10,000 or more during the preceding fiscal year (Sept. 1 thru Aug. 31) are required to electronically pay their franchise tax. For more information visit [www.comptroller.texas.gov/webfile/req\\_franchise.html](http://www.comptroller.texas.gov/webfile/req_franchise.html).

**Texas Comptroller Official Use Only**



VE/DE				
PM Date				



**Texas Franchise Tax Extension Affiliate List**

■ Tcode 13298

■ Reporting entity taxpayer number

■ Report year

Reporting entity taxpayer name

32042568439

2016

EDF RENEWABLE ENERGY, INC.

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. EDF RENEWABLE DEVELOPMENT, INC.	■ 32038928233	■ <input type="checkbox"/>
2. EDF RENEWABLE EAST COAST, INC.	■ 330980623	■ <input checked="" type="checkbox"/>
3. EDF RENEWABLE SERVICES, INC.	■ 32043053472	■ <input type="checkbox"/>
4. EDF RENEWABLE WINDFARM I, INC.	■ 330404370	■ <input checked="" type="checkbox"/>
5. ALTA MESA POWER CORP	■ 943208219	■ <input checked="" type="checkbox"/>
6. EDF RENEWABLE ASSET HOLDINGS, INC.	■ 330418077	■ <input type="checkbox"/>
7. EDF RENEWABLE WINDFARM IV, INC.	■ 330859449	■ <input checked="" type="checkbox"/>
8. EDF RENEWABLE WINDFARM V, INC.	■ 043586219	■ <input checked="" type="checkbox"/>
9. DIFWIND FARMS III, INC.	■ 980078905	■ <input checked="" type="checkbox"/>
10. DIFWIND FARMS IV, INC.	■ 980078904	■ <input checked="" type="checkbox"/>
11. EDF RENEWABLE WINDFARM VI, INC.	■ 204446705	■ <input checked="" type="checkbox"/>
12. EDF RENEWABLE LFG HOLDINGS, LLC	■ 272796027	■ <input checked="" type="checkbox"/>
13. OWNENERGY, INC.	■ 320209164	■ <input type="checkbox"/>
14.	■	■ <input type="checkbox"/>
15.	■	■ <input type="checkbox"/>
16.	■	■ <input type="checkbox"/>
17.	■	■ <input type="checkbox"/>
18.	■	■ <input type="checkbox"/>
19.	■	■ <input type="checkbox"/>
20.	■	■ <input type="checkbox"/>
21.	■	■ <input 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.

Texas Comptroller Official Use Only



VE/DE   FM



Tab 2

**Proof of Payment of Application Fee**

Proof of payment attached.

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)*

**CORPORATION SERVICE COMPANY**

www.cscglobal.com

CSC- Sacramento  
Suite 150N  
2710 Gateway Oaks Drive  
Sacramento, CA 95833  
800-222-2122  
916-641-5151 (Fax)

**Matter#** 19422

**Order#** 044983-15

**Project Id :**

**Order Date** 03/07/2014

**Entity Name:** CIELO SALT FORK WIND LP  
**Jurisdiction:** DE - Secretary of State  
**Request for:** Amendment/Correction/Restated/Designation Filing  
**File#:** 5497225  
**File Date:** 03/12/2014  
**Result:** Filed

Ordered by JI NIN LOH at KING & SPALDING LLP

Thank you for using CSC. For real-time 24 hour access to the status of any order placed with CSC, access our website at [www.cscglobal.com](http://www.cscglobal.com).

If you have any questions concerning this order or CSCGlobal, please feel free to contact us.

Jerome Suarez  
[jsuarez@cscinfo.com](mailto:jsuarez@cscinfo.com)

The responsibility for verification of the files and determination of the information therein lies with the filing officer; we accept no liability for errors or omissions.

Amended

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A TEXAS LIMITED PARTNERSHIP UNDER THE NAME OF "CIELO SALT FORK WIND, LP" TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "CIELO SALT FORK WIND, LP" TO "SALT FORK WIND, LLC", FILED IN THIS OFFICE ON THE TWELFTH DAY OF MARCH, A.D. 2014, AT 5:12 O'CLOCK P.M.

Amended

5497225 8100V

140324343



You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1203147

DATE: 03-12-14

# Delaware

PAGE 2

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "SALT FORK WIND, LLC" FILED IN THIS OFFICE ON THE TWELFTH DAY OF MARCH, A.D. 2014, AT 5:12 O'CLOCK P.M.

Amended

5497225 8100V

140324343



You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

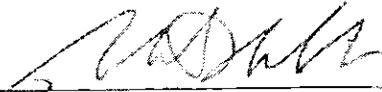
  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1203147

DATE: 03-12-14

STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A LIMITED PARTNERSHIP TO A  
LIMITED LIABILITY COMPANY PURSUANT TO  
SECTION 18-214 OF THE LIMITED LIABILITY ACT

- 1.) The jurisdiction where the Limited Partnership first formed is Texas.
- 2.) The jurisdiction immediately prior to filing this Certificate is Texas.
- 3.) The date the Limited Partnership first formed is September 18, 2002.
- 4.) The name of the Limited Partnership immediately prior to filing this Certificate is Cielo Salt Fork Wind, LP.
- 5.) The name of the Limited Liability Company as set forth in the Certificate of Formation is Salt Fork Wind, LLC.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the 12<sup>th</sup> day of March, A.D. 2014.

By:   
Authorized Person

Name: ROBERT MILLER  
Print or Type

STATE of DELAWARE  
LIMITED LIABILITY COMPANY  
CERTIFICATE of FORMATION

• **First:** The name of the limited liability company is Salt Fork Wind, LLC

• **Second:** The address of its registered office in the State of Delaware is  
2711 Centerville Rd #400 in the City of Wilmington  
Zip Code 19808

The name of its Registered agent at such address is  
Corporation Service Company

• **Third:** (Insert any other matters the members determine to include herein.)

[Empty box for additional matters]

In Witness Whereof, the undersigned have executed this Certificate of Formation this  
12<sup>th</sup> day of March, 2014.

By: [Signature]  
Authorized Person(s)

Name: ROBERT MILLER  
Typed or Printed

**CORPORATION SERVICE COMPANY**

www.cscglobal.com

CSC- Sacramento  
Suite 150N  
2710 Gateway Oaks Drive  
Sacramento, CA 95833  
800-222-2122  
916-641-5151 (Fax)

**Matter#** 19422

**Order#** 044983-20

**Project Id :**

**Order Date** 03/07/2014

**Entity Name:** SALT FORK WIND, LLC  
**Jurisdiction:** DE - Secretary of State  
**Request for:** Incorporation/Formation Filing  
**File#:** 5494628  
**File Date:** 03/07/2014  
**Result:** Filed

Ordered by JI NIN LOH at KING & SPALDING LLP

Thank you for using CSC. For real-time 24 hour access to the status of any order placed with CSC, access our website at [www.cscglobal.com](http://www.cscglobal.com).

If you have any questions concerning this order or CSCGlobal, please feel free to contact us.

Jerome Suarez  
[jsuarez@cscinfo.com](mailto:jsuarez@cscinfo.com)

The responsibility for verification of the files and determination of the information therein lies with the filing officer; we accept no liability for errors or omissions.

Amended

# Delaware

PAGE 1

*The First State*

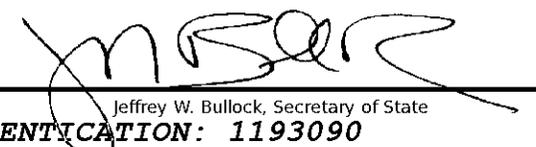
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A TEXAS LIMITED PARTNERSHIP UNDER THE NAME OF "CIELO SALT FORK WIND. LP" TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "CIELO SALT FORK WIND. LP" TO "SALT FORK WIND, LLC", FILED IN THIS OFFICE ON THE SEVENTH DAY OF MARCH, A.D. 2014, AT 5:43 O'CLOCK P.M.

Amended

5494628 8100V

140305803



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1193090

DATE: 03-10-14

STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A LIMITED PARTNERSHIP TO A  
LIMITED LIABILITY COMPANY PURSUANT TO  
SECTION 18-214 OF THE LIMITED LIABILITY ACT

- 1.) The jurisdiction where the Limited Partnership first formed is Texas.
- 2.) The jurisdiction immediately prior to filing this Certificate is Texas.
- 3.) The date the Limited Partnership first formed is September 18, 2002.
- 4.) The name of the Limited Partnership immediately prior to filing this Certificate is Cielo Salt Fork Wind, LP.
- 5.) The name of the Limited Liability Company as set forth in the Certificate of Formation is Salt Fork Wind, LLC.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the 5th day of March, A.D. 2014.

By:   
Authorized Person

Name: ROBERT MILLER  
Print or Type

# Delaware

PAGE 2

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "SALT FORK WIND, LLC" FILED IN THIS OFFICE ON THE SEVENTH DAY OF MARCH, A.D. 2014, AT 5:43 O'CLOCK P.M.

Amended

5494628 8100V

140305803



You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1193090

DATE: 03-10-14

STATE of DELAWARE  
LIMITED LIABILITY COMPANY  
CERTIFICATE of FORMATION

• First: The name of the limited liability company is Salt Fork Wind, LLC

• Second: The address of its registered office in the State of Delaware is  
2711 Centerville Rd #400 in the City of Wilmington  
Zip Code 19808

The name of its Registered agent at such address is  
Corporation Service Company

• Third: (Insert any other matters the members determine to include herein.)

[Empty rectangular box for additional matters]

In Witness Whereof, the undersigned have executed this Certificate of Formation this  
5th day of March, 2014

By: [Signature]  
Authorized Person(s)

Name: ROBERT MILLER  
Typed or Printed

**CORPORATION SERVICE COMPANY**

www.cscglobal.com

CSC- Sacramento  
Suite 150N  
2710 Gateway Oaks Drive  
Sacramento, CA 95833  
800-222-2122  
916-641-5151 (Fax)

**Matter#** 19422

**Order#** 044983-35

**Project Id :**

**Order Date** 03/07/2014

**Entity Name:** CIELO SALT FORK WIND LP  
**Jurisdiction:** TX - Secretary of State  
**Request for:** Amendment/Correction/Restated/Designation Filing  
**File#:** 800124538  
**File Date:** 03/12/2014  
**Result:** Filed

Ordered by JI NIN LOH at KING & SPALDING LLP

Thank you for using CSC. For real-time 24 hour access to the status of any order placed with CSC, access our website at [www.cscglobal.com](http://www.cscglobal.com).

If you have any questions concerning this order or CSCGlobal, please feel free to contact us.

Jerome Suarez  
[jsuarez@cscinfo.com](mailto:jsuarez@cscinfo.com)

The responsibility for verification of the files and determination of the information therein lies with the filing officer; we accept no liability for errors or omissions.

Amended



## Office of the Secretary of State

March 13, 2014

Corporation Service Company  
211 E. 7th Street, Suite 620  
Austin, TX 78701 USA

----

RE: Cielo Salt Fork Wind, LP  
File Number: 800124538

It has been our pleasure to file the Certificate of Amendment for the referenced entity. Enclosed is the certificate evidencing filing. Payment of the filing fee is acknowledged by this letter.

If we may be of further service at any time, please let us know.

Sincerely,

Corporations Section  
Business & Public Filings Division  
(512) 463-5555

Enclosure

Amended



## Office of the Secretary of State

### CERTIFICATE OF FILING OF

Cielo Salt Fork Wind, LP  
800124538

The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Amendment for the above named entity has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

Dated: 03/12/2014

Effective: 03/12/2014



*NANDITA BERRY*

Nandita Berry  
Secretary of State

Form 424  
(Revised 05/11)

Submit in duplicate to:  
Secretary of State  
P.O. Box 13697  
Austin, TX 78711-3697  
512 463-5555  
FAX: 512/463-5709  
Filing Fee: See instructions



### Certificate of Amendment

This space reserved for office use.  
**FILED**  
In the Office of the  
Secretary of State of Texas

**MAR 12 2014**  
Corporations Section

### Entity Information

The name of the filing entity is:

Cielo Salt Fork Wind, LP

State the name of the entity as currently shown in the records of the secretary of state. If the amendment changes the name of the entity, state the old name and not the new name.

The filing entity is a: (Select the appropriate entity type below.)

- |  |   |
|--|---|
| <input type="checkbox"/> For-profit Corporation    | <input type="checkbox"/> Professional Corporation               |
| <input type="checkbox"/> Nonprofit Corporation     | <input type="checkbox"/> Professional Limited Liability Company |
| <input type="checkbox"/> Cooperative Association   | <input type="checkbox"/> Professional Association               |
| <input type="checkbox"/> Limited Liability Company | <input checked="" type="checkbox"/> Limited Partnership         |

The file number issued to the filing entity by the secretary of state is: 0800124538

The date of formation of the entity is: September 18, 2002

### Amendments

#### 1. Amended Name

(If the purpose of the certificate of amendment is to change the name of the entity, use the following statement)

The amendment changes the certificate of formation to change the article or provision that names the filing entity. The article or provision is amended to read as follows:

The name of the filing entity is: (state the new name of the entity below)

The name of the entity must contain an organizational designation or accepted abbreviation of such term, as applicable.

#### 2. Amended Registered Agent/Registered Office

The amendment changes the certificate of formation to change the article or provision stating the name of the registered agent and the registered office address of the filing entity. The article or provision is amended to read as follows:



**Effectiveness of Filing** (Select either A, B, or C.)

- A.  This document becomes effective when the document is filed by the secretary of state.
- B.  This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: \_\_\_\_\_
- C.  This document takes effect upon the occurrence of a future event or fact, other than the passage of time. The 90<sup>th</sup> day after the date of signing is: \_\_\_\_\_

The following event or fact will cause the document to take effect in the manner described below:

**Execution**

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

Date: 3/11/14

By: Cielo S.H. Fink, LP By: EDF RE US Development, LLC  
By: EDF Renewable Development, Inc.  
MANAGER

[Signature]  
Signature of authorized person

Joshua Pearson, Asst Secretary  
Printed or typed name of authorized person (see instructions)

**CORPORATION SERVICE COMPANY**

www.cscglobal.com

CSC- Sacramento  
Suite 150N  
2710 Gateway Oaks Drive  
Sacramento, CA 95833  
800-222-2122  
916-641-5151 (Fax)

**Matter#** 19422

**Order#** 044983-40

**Project Id :**

**Order Date** 03/07/2014

**Entity Name:** SALT FORK WIND, LLC

**Jurisdiction:** TX - Secretary of State

**Request for:** Qualification Filing

**File#:** 801951269

**File Date:** 03/12/2014

**Result:** Filed

Ordered by JI NIN LOH at KING & SPALDING LLP

Thank you for using CSC. For real-time 24 hour access to the status of any order placed with CSC, access our website at [www.cscglobal.com](http://www.cscglobal.com).

If you have any questions concerning this order or CSCGlobal, please feel free to contact us.

Jerome Suarez  
[jsuarez@cscinfo.com](mailto:jsuarez@cscinfo.com)

The responsibility for verification of the files and determination of the information therein lies with the filing officer; we accept no liability for errors or omissions.

Amended



## Office of the Secretary of State

March 13, 2014

Corporation Service Company  
211 E. 7th Street, Suite 620  
Austin, TX 78701 USA

RE: Salt Fork Wind, LLC  
File Number: 801951269

-----  
It has been our pleasure to file the application for registration and issue the enclosed certificate of filing evidencing the authority of the foreign limited liability company (llc) to transact business in Texas.

Unless exempted, the foreign entity is subject to state tax laws, including franchise tax laws. Shortly, the Comptroller of Public Accounts will be contacting the entity at its registered office for information that will assist the Comptroller in setting up the franchise tax account for the foreign entity. Information about franchise tax, and contact information for the Comptroller's office, is available on their web site at <http://window.state.tx.us/taxinfo/franchise/index.html>.

The registered foreign entity is not required to file annual reports with the Secretary of State. An application for amended registration must be filed with the Secretary of State if the foreign entity changes its name, changes the purposes to be pursued in Texas, or changes the assumed name it elected to use on its application for registration. It is important for the foreign entity to continuously maintain a registered agent and office in Texas. Failure to maintain an agent or office or file a change to the information in Texas may result in the revocation of the entity's registration by the Secretary of State.

If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section  
Business & Public Filings Division  
(512) 463-5555

Enclosure



## Office of the Secretary of State

### CERTIFICATE OF FILING OF

Salt Fork Wind, LLC  
File Number: 801951269

The undersigned, as Secretary of State of Texas, hereby certifies that an Application for Registration for the above named Foreign Limited Liability Company (LLC) to transact business in this State has been received in this office and has been found to conform to the applicable provisions of law.

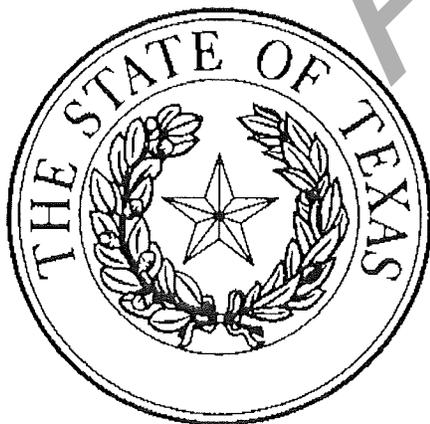
ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the authority of the entity to transact business in this State from and after the effective date shown below for the purpose or purposes set forth in the application under the name of

Salt Fork Wind, LLC

The issuance of this certificate does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 03/12/2014

Effective: 03/12/2014



*NANDITA BERRY*

Nandita Berry  
Secretary of State

Form 304  
(Revised 05/11)

Submit in duplicate to:  
Secretary of State  
P.O. Box 13697  
Austin, TX 78711-3697  
512 463-5555  
FAX: 512/463-5709  
Filing Fee: \$750



Application for  
Registration  
of a Foreign Limited  
Liability Company

This space reserved for office use.

FILED  
In the Office of the  
Secretary of State of Texas

MAR 12 2014

Corporations Section

1. The entity is a foreign limited liability company. The name of the entity is:

Salt Fork Wind, LLC

*Provide the full legal name of the entity as stated in the entity's formation document in its jurisdiction of formation.*

2A. The name of the entity in its jurisdiction of formation does not contain the word "limited liability company" or "limited company" (or an abbreviation thereof). The name of the entity with the word or abbreviation that it elects to add for use in Texas is:

2B. The entity name is not available in Texas. The assumed name under which the entity will qualify and transact business in Texas is:

*The assumed name must include an acceptable organizational identifier or an accepted abbreviation of one of these terms.*

3. Its federal employer identification number is: 45-0502825

Federal employer identification number information is not available at this time.

4. It is organized under the laws of: (set forth state or foreign country) Delaware

and the date of its formation in that jurisdiction is: 03/12/2014

*mm/dd/yyyy*

5. As of the date of filing, the undersigned certifies that the foreign limited liability company currently exists as a valid limited liability company under the laws of the jurisdiction of its formation.

6. The purpose or purposes of the limited liability company that it proposes to pursue in the transaction of business in Texas are set forth below.

Any lawful business or activity under the law of this state.

The entity also certifies that it is authorized to pursue such stated purpose or purposes in the state or country under which it is organized.

7. The date on which the foreign entity intends to transact business in Texas, or the date on which the foreign entity first transacted business in Texas is: upon filing

*mm/dd/yyyy*

*Late fees may apply (see instructions).*

8. The principal office address of the limited liability company is:

15445 Innovation Drive

San Diego

CA

USA

92128

*Address*

*City*

*State*

*Country*

*Zip/Postal Code*



**Supplemental Provisions/Information**

Text Area: [The attached addendum, if any, is incorporated herein by reference.]

**Effectiveness of Filing** (Select either A, B, or C.)

- A.  This document becomes effective when the document is filed by the secretary of state.
- B.  This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: \_\_\_\_\_
- C.  This document takes effect upon the occurrence of a future event or fact, other than the passage of time. The 90<sup>th</sup> day after the date of signing is: \_\_\_\_\_

The following event or fact will cause the document to take effect in the manner described below:

**Execution**

The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

Date: 3/5/14

  
\_\_\_\_\_  
Signature of authorized person (see instructions)

ROBERT MILCER  
\_\_\_\_\_  
Printed or typed name of authorized person

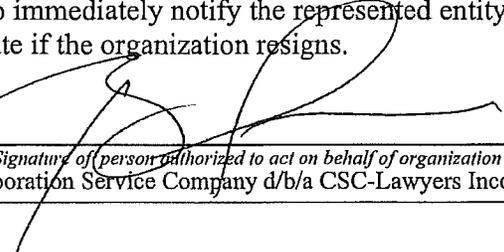


**Acceptance of Appointment  
and  
Consent to Serve as Registered Agent  
§5.201(b) Business Organizations Code**

The following form may be used when the person designated as registered agent in a registered agent filing is an individual.

<u>Acceptance of Appointment and Consent to Serve as Registered Agent</u>		
I acknowledge, accept and consent to my designation or appointment as registered agent in Texas for		
<i>Name of represented entity</i>		
I am a resident of the state and understand that it will be my responsibility to receive any process, notice, or demand that is served on me as the registered agent of the represented entity; to forward such to the represented entity; and to immediately notify the represented entity and submit a statement of resignation to the Secretary of State if I resign.		
X:	_____	_____
	<i>Signature of registered agent</i>	<i>Printed name of registered agent</i>
		<i>Date (mm/dd/yyyy)</i>

The following form may be used when the person designated as registered agent in a registered agent filing is an organization.

<u>Acceptance of Appointment and Consent to Serve as Registered Agent</u>		
I am authorized to act on behalf of Corporation Service Company d/b/a CSC-Lawyers Incorporating Service Company		
<i>Name of organization designated as registered agent</i>		
The organization is registered or otherwise authorized to do business in Texas. The organization acknowledges, accepts and consents to its appointment or designation as registered agent in Texas for:		
<b>SALT FORK WIND, LLC</b>		
<i>Name of represented entity</i>		
The organization takes responsibility to receive any process, notice, or demand that is served on the organization as the registered agent of the represented entity; to forward such to the represented entity; and to immediately notify the represented entity and submit a statement of resignation to the Secretary of State if the organization resigns.		
X: By:		Brian Courtney, Asst. Vice President
	<i>Signature of person authorized to act on behalf of organization</i>	<i>Printed name of authorized person</i>
		3/07/2014
		<i>Date (mm/dd/yyyy)</i>
	Corporation Service Company d/b/a CSC-Lawyers Incorporating Service Company	

**CORPORATION SERVICE COMPANY**

www.cscglobal.com

CSC- Sacramento  
Suite 150N  
2710 Gateway Oaks Drive  
Sacramento, CA 95833  
800-222-2122  
916-641-5151 (Fax)

**Matter#** 19422

**Order#** 044983-45

**Project Id :**

**Order Date** 03/07/2014

**Entity Name:** CIELO SALT FORK WIND, LP  
**Jurisdiction:** TX - Secretary of State  
**Request for:** Amendment/Correction/Restated/Designation Filing  
**File#:** Not Shown  
**File Date:** 03/12/2014  
**Result:** Filed

Ordered by JI NIN LOH at KING & SPALDING LLP

Thank you for using CSC. For real-time 24 hour access to the status of any order placed with CSC, access our website at [www.cscglobal.com](http://www.cscglobal.com).

If you have any questions concerning this order or CSCGlobal, please feel free to contact us.

Jerome Suarez  
[jsuarez@cscinfo.com](mailto:jsuarez@cscinfo.com)

The responsibility for verification of the files and determination of the information therein lies with the filing officer; we accept no liability for errors or omissions.

Amended



## Office of the Secretary of State

March 13, 2014

Corporation Service Company  
211 E. 7th Street, Suite 620  
Austin, TX 78701 USA

RE: Salt Fork Wind, LLC  
File Number: [Entity not of Record, Filing Number Not Available]

-----  
It has been our pleasure to approve and place on record the filing instrument effecting a conversion. The appropriate evidence is attached for your files. Payment of the filing fee is acknowledged by this letter.

If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section  
Business & Public Filings Division  
(512) 463-5555

Enclosure

Amended



## Office of the Secretary of State

### CERTIFICATE OF CONVERSION

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument for

Cielo Salt Fork Wind, LP  
File Number: 800124538

Converting it to

Salt Fork Wind, LLC  
File Number: [Entity not of Record, Filing Number Not Available]

has been received in this office and has been found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the acceptance and filing of the conversion on the date shown below.

Dated: 03/12/2014

Effective: 03/12/2014



*NANDITA BERRY*

Nandita Berry  
Secretary of State

Form 642  
(Revised 05/11)

Return in duplicate to:  
Secretary of State  
P.O. Box 13697  
Austin, TX 78711-3697  
512 463-5555  
FAX: 512 463-5709

Filing Fee: See instructions



**Certificate of Conversion  
of a  
Limited Partnership Converting  
to a  
Limited Liability Company**

This space reserved for office  
use.

**FILED**  
In the Office of the  
Secretary of State of Texas

**MAR 12 2014**

**Corporations Section**

**Converting Entity Information**

The name of the converting limited partnership is:

Cielo Salt Fork Wind LP

The jurisdiction of formation of the limited partnership is: Texas

The date of formation of the limited partnership is: September 18, 2002

The file number, if any, issued to the limited partnership by the secretary of state is: 0800124538

**Converted Entity Information**

The limited partnership named above is converting to a limited liability company. The name of the limited liability company is:

Salt Fork Wind, L.L.C

The limited liability company will be formed under the laws of: Delaware

**Plan of Conversion**

The plan of conversion is attached.

*If the plan of conversion is not attached, the following section must be completed.*

**Alternative Statements**

In lieu of providing the plan of conversion, the converting limited partnership certifies that:

1. A signed plan of conversion is on file at the principal place of business of the limited partnership, the converting entity. The address of the principal place of business of the limited partnership is:

15445 Innovation Drive                      San Diego                      CA    USA    92128  
*Street or Mailing Address                      City                      State    Country    Zip Code*

2. A signed plan of conversion will be on file after the conversion at the principal place of business of the limited liability company, the converted entity. The address of the principal place of business of the limited liability company is:

15445 Innovation Drive                      San Diego                      CA    USA    92128  
*Street or Mailing Address                      City                      State    Country    Zip Code*

3. A copy of the plan of conversion will be furnished on written request without cost by the converting entity before the conversion or by the converted entity after the conversion to any owner or member of the converting or converted entity.

**Certificate of Formation for the Converted Entity**

If the converted entity is a Texas limited liability company, the certificate of formation of the Texas limited liability company must be attached to this certificate either as an attachment or exhibit to the plan of conversion, or as an attachment or exhibit to this certificate of conversion if the plan has not been attached to the certificate of conversion.

**Approval of the Plan of Conversion**

The plan of conversion has been approved as required by the laws of the jurisdiction of formation and the governing documents of the converting entity.

**Effectiveness of Filing (Select either A, B, or C.)**

- A.  This document becomes effective when the document is accepted and filed by the secretary of state.
- B.  This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: \_\_\_\_\_
- C.  This document takes effect upon the occurrence of the future event or fact, other than the passage of time. The 90<sup>th</sup> day after the date of signing is: \_\_\_\_\_  
The following event or fact will cause the document to take effect in the manner described below:  
\_\_\_\_\_  
\_\_\_\_\_

**Tax Certificate**

- Attached hereto is a certificate from the comptroller of public accounts that certifies that the converting entity is in good standing for purposes of conversion.
- In lieu of providing the tax certificate, the limited liability company as the converted entity is liable for the payment of any franchise taxes.

**Execution**

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument. The undersigned certifies that the statements contained herein are true and correct, and that the person signing is authorized under the provisions of the Business Organizations Code to execute the filing instrument.

Date: 3/17/14

By: EDF-RE US Development, LLC its General Partner

[Signature]  
Signature of authorized person (see instructions)

ERNEST MILLER  
Printed or typed name of authorized person

TEXAS COMPTROLLER *of* PUBLIC ACCOUNTS

WWW.WINDOW.STATE.TX.US



March 7, 2014

CIELO SALT FORK WIND, LP  
838 CONGRESS AVE FL 5  
AUSTIN , TX 78701

CERTIFICATE OF ACCOUNT STATUS

THE STATE OF TEXAS  
COUNTY OF TRAVIS

I, Susan Combs, Comptroller of Public Accounts of the State of Texas, DO HEREBY CERTIFY that according to the records of this office

CIELO SALT FORK WIND, LP

is, as of this date, in good standing with this office for the purpose of ending its existence, having filed the required franchise tax reports and having paid the franchise tax computed to be due through MAY 15, 2014

GIVEN UNDER MY HAND AND  
SEAL OF OFFICE in the City of  
Austin, this March day of  
7th, 2014 A.D.

A handwritten signature in cursive script that reads "Susan".

SUSAN COMBS  
Comptroller of Public Accounts



Taxpayer number: 32035855454  
File number: 0800124538

NOTE: Failure by Texas corporations to legally dissolve, merge, or convert with the Texas Secretary of State on or before the expiration of this certificate, will result in additional franchise tax responsibilities. Out of state corporations are responsible for franchise tax through the last date of business in this state.

**Checklist Item #4**

Form 50-296 313 Value Limitation

ATTACHMENTS

PROJECT DESCRIPTION

**Question1: 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.**

The proposed project will consist of a facility designed to use wind power to generate electricity (otherwise known as a wind farm). The Project is anticipated to be constructed in two phases, with a total capacity of 228 MW located in Donley and Gray Counties. Forty-five percent (45%) of the total project construction will be within the jurisdictional boundary of Groom ISD and will consist of two phases. Phase I will be 48 MW and Phase II will be 54 MW. The Applicant expects to build Phase I of the proposed project to be operational by the 4<sup>th</sup> quarter of 2016 and Phase II operational by the 4<sup>th</sup> quarter of 2017. The Applicant expects to commence construction on or before December 2015 and expects to complete construction within 12-months.

The property for which the Applicant is requesting an appraised value limitation shall include, but is NOT limited to, the following: up to 51 wind turbines, ranging from 1.8 to 2.3 megawatts with a generating capacity of approximately 102 MW; up to 51 steel reinforced concrete foundations supporting the weight of each turbine tower; and up to 51 electric power transformers. All property for which the Applicant is seeking a limitation on appraised value will be owned by the Applicant.

**Checklist Item #4**

Form 50-296 313 Value Limitation

ATTACHMENTS

PROJECT DESCRIPTION

**Question 2: Describe the ability of your company to locate or relocate in another state or another region of the state.**

EDF Renewable Development, Inc., (“EDF”) the indirect owner of a controlling interest in Salt Fork Wind, LLC, (“Salt Fork Wind”) is a U.S. developer of wind projects, and has operations in several regions within the contiguous United States. Construction is one of the most significant costs in creating a wind farm. The wind turbines and supporting infrastructure are long-lived assets engineered and designed specifically for this project location. The cost of installing the improvements on the site is substantial and the cost to remove, redesign, and relocate the improvements to a different location would be prohibitive. The physical improvements of the Salt Fork Wind power project, once completed, cannot be feasibly moved to another location.

EDF has the ability to locate wind farms anywhere in the U.S. with the right conditions. For these reasons EDF studies and looks at various competing sites throughout the market areas where wind development is attractive. Without a Value Limitation program, EDF would seek to move to alternative sites outside the State of Texas.

Amended

## ATTACHMENTS

### **PROJECT SCOPE, INFORMATION, and SIZE**

To date, the Applicant has acquired leases on approximately 20,000 acres of land in the project area, which is bounded approximately by FM 70. Approximately 45% of the project area is incorporated within the Groom ISD in Donley County & Gray County. The remaining 55% of the project will be constructed in another school district within Donley County.

The total proposed project the Applicant intends to construct and operate consists of, but is not limited to up to 51 wind turbines, to be constructed commencing on or after December 2015. It is anticipated that 48 MW of the Salt Fork Wind farm in Groom ISD will be fully operational on or about December 2016 and the remaining 54 MW will be fully operational on or about December 2017.

When completed the Salt Fork Wind project will add over \$132 million to the ad valorem tax rolls of Groom ISD located within Donley County & Gray County. The Project will significantly enhance sales and use taxes for the state and local area, particularly during the construction period.

Amended

**Checklist Item #5**

Projected Located in ***MORE*** than One School District

The Applicant expects to build 100% of the proposed project in Donley County & Gray County, Texas. There are three (3) ISD's within Donley County; however, the project is located within the Groom ISD and the Clarendon ISD. Of the 114 WTG's the applicant intends to build, approximately 51 WTG's will be located within the Groom ISD.

The remaining 63 WTG's are to be located within the Clarendon ISD jurisdiction. EDF will be submitting an amended application for Appraised Value Limitation for the portion of project located within the Clarendon ISD.

Amended

**Checklist Item #6**

ATTACHMENTS

INVESTMENT

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

The Applicant is requesting an appraised value limitation on all of the property constructed or placed upon the real property described and shown in Map Exhibit within Groom ISD, which is located in Donley & Gray County, Texas. The property for which the Applicant is requesting an appraised value limitation shall include, but is NOT limited to, the following: up to 51 wind turbines, ranging from 1.8 to 2.3 megawatts with a generating capacity of approximately 102 MW; up to 51 steel reinforced concrete foundations supporting the weight of each turbine tower; up to 51 electric power transformers; and electric conductor cables used to transport electricity from each turbine tower to an electrical substation.

During 2016, the Applicant obtained Reinvestment Zone designation and approval from Donley and Gray Counties for the proposed project area and areas of consideration for future expansion. None of the above mentioned property is covered under an existing County Appraisal District account number.

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

Not applicable

**Checklist Item #8**

**Description of Qualified Property (per Application pg 8)**

Salt Fork Wind will consist of a wind-powered electric generating facility with an operating capacity of approximately 228 megawatts. The exact number of turbines and foundations will depend on the nameplate capacity of the turbine selected. The turbine size will be between 1.8 and 2.3 MW. The additional improvements of Qualified Property for the Salt Fork Wind Project include but are not limited to:

- Up to 51 wind turbine generator foundations, anchor bolt embeds & template mounting rings.
- Underground power cables from wind turbines to substation with various cable accessories including junction boxes.
- Roadwork sloped for drainage, with turnouts from public roads.
- Permanent meteorological towers, quality and location of which to be determined by final layout turbine.
- Underground communication cables.
- Wind turbine lighting per FAA requirements.

Amended

**Checklist Item #10**

**Description of Land**

Gray County

<b>Section</b>	<b>Block</b>	<b>Survey</b>
8	C2	CCSD & RGNG RR CO
12	C2	CCSD & RGNG RR CO
13	C2	CCSD & RGNG RR CO
18	C2	CCSD & RGNG RR CO
19	C2	CCSD & RGNG RR CO
20	C2	CCSD & RGNG RR CO

Amended

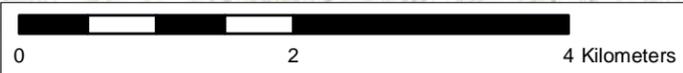
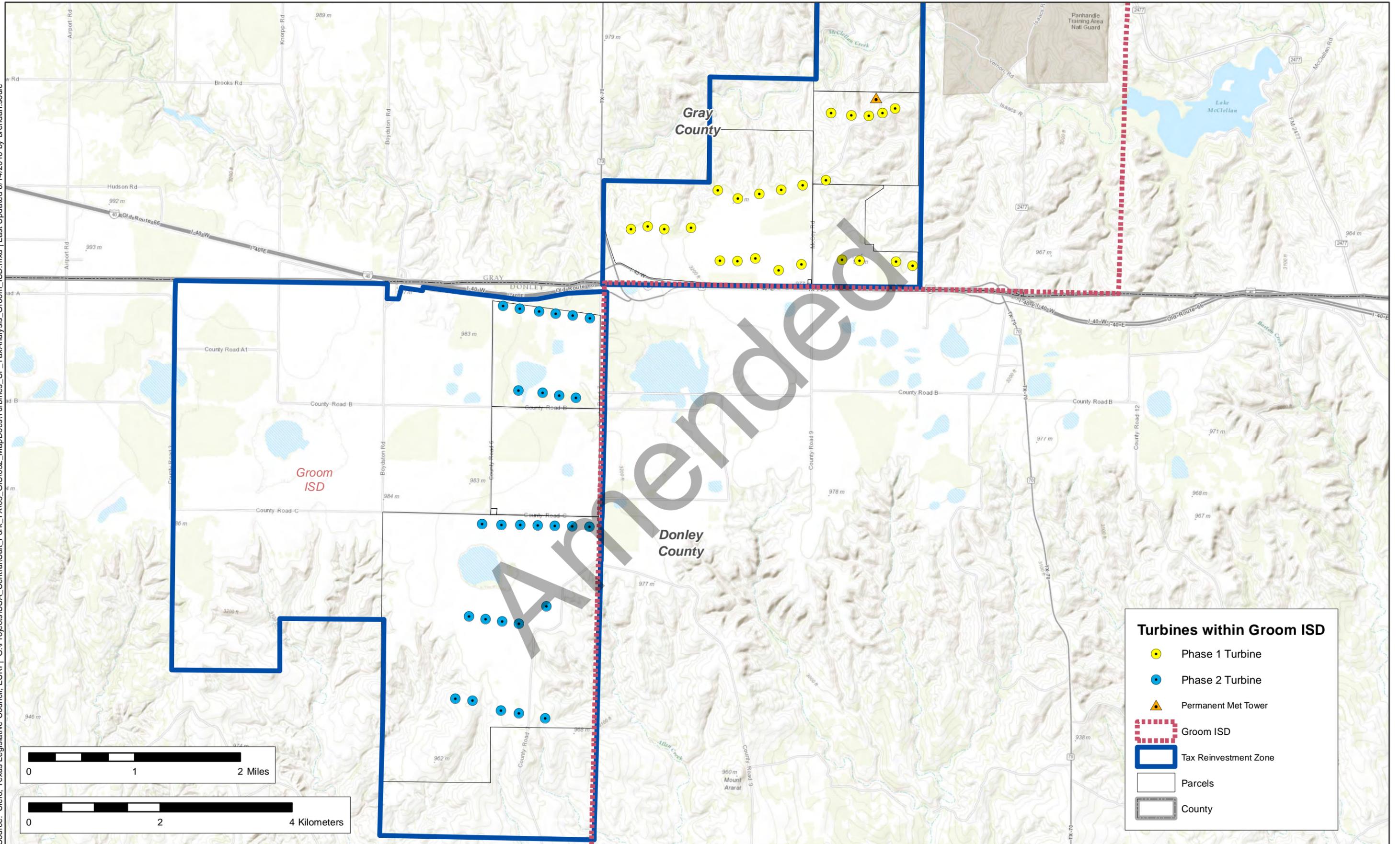
**Checklist Item #11**

**ATTACHMENT**

See attached map.

Amended

Source: Cielo, Texas Legislative Council, ESRI | G:\Projects\USA\_Central\Salt\_Fork\_TX\05\_GIS\052\_MapDocs\Turbines\_SF\_TaxAnalysis\_Groom\_ISD.mxd | Last Updated 6/14/2016 by brendan.soule



**Turbines within Groom ISD**

- Phase 1 Turbine
- Phase 2 Turbine
- ▲ Permanent Met Tower
- ▭ Groom ISD
- ▭ Tax Reinvestment Zone
- ▭ Parcels
- ▭ County

**Checklist Item #13**

**Request for Waiver of Job Creation Requirement**

ATTACHED

Amended



EDF Renewable Energy  
15445 Innovation Drive  
San Diego, CA 92128  
T: 858.521.3323

July 18, 2016

Mr. Jay Lamb, Superintendent  
Groom Consolidated Independent School District  
304 W. 3<sup>rd</sup> St.  
Groom, TX 79039

RE: Ch-313 Application for Appraised Value Limitation – Job Waiver Request

Dear Mr. Lamb,

This letter is to advise you that Salt Fork Wind, LLC, through EDF Renewable Development, Inc., an indirect owner of a controlling interest in Salt Fork Wind, LLC, is submitting its Chapter 313 Application for Appraised Value Limitation on Qualified Property with a request for a waiver of the jobs creation requirement. House Bill 1470 altered the jobs requirement by adding Section 313.025 (f-1) to permit school district's board of trustees to make a finding that the job requirement could be waived if the job requirement exceeds the industry standard for the number of employees reasonably necessary for the operation of the facility of the property owner that is described in the application.

Salt Fork Wind, LLC, requests that Groom ISD's Board of Trustees make such a finding and waive the job creation requirement for the permanent jobs. Based on the industry standard, the size and scope of this project will require a total of approximately seven (7) permanent jobs, but for this application, Groom ISD, there will be three (3) permanent jobs.

As background information on the creation of full-time jobs by wind energy projects, these type of projects create a large number of full-time, temporary jobs during the construction phase, but require a small number of highly skilled technicians to operate a wind project once construction operations cease and commercial operations begin.



EDF Renewable Energy  
15445 Innovation Drive  
San Diego, CA 92128  
T : 858 521.3323

The permanent employees of a wind project maintain and service wind turbines, underground electrical connections, substations and other infrastructure associated with the safe and reliable operation of the project. The industry standard for permanent employment is one full-time employee for every fifteen to twenty (15-20) turbines, although this number varies depending on the turbines selected as well as the support and technical assistance offered by the turbine manufacturer. In addition to the onsite employees described, there may be asset managers or technicians who supervise, monitor, and support the wind project operations from offsite locations.

Sincerely,

A handwritten signature in black ink, appearing to read "Ryan Pfaff".

EDF Renewable Development, Inc. , Managing Member of  
EDF-RE US Development, LLC, Manager of  
Salt Fork Wind, LLC

Ryan Pfaff  
Executive Vice President, Development

Amended

**Checklist Item #17**

Schedule "A" attached

Amended

Schedule A (Rev. May 2010): Investment

Applicant Name SALT FORK WIND, LLC  
 ISD Name GROOM 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)		2014-2015	2014					
	Investment made after filing complete application with district, but before final board approval of application (eligible to become qualified property)								
	Investment made after final board approval of application and before Jan. 1 of first complete tax year of qualifying time period (qualified investment and eligible to become qualified property)								
Complete tax years of qualifying time period		1	2015-2016	2015					
		2	2016-2017	2016	62,290,909				\$ 62,290,909
Tax Credit Period (with 50% cap on credit)	Value Limitation Period	3	2017-2018	2017	70,077,273				\$ 70,077,273
		4	2018-2019	2018					
		5	2019-2020	2019					
		6	2020-2021	2020					
		7	2021-2022	2021					
		8	2022-2023	2022					
		9	2023-2024	2023					
		10	2024-2025	2024					
Credit Settle-Up Period	Continue to Maintain Viable Presence	11	2025-2026	2025					
		12	2026-2027	2026					
		13	2027-2028	2027					
Post- Settle-Up Period		14	2028-2029	2028					
Post- Settle-Up Period		15	2029-2030	2029					

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].

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

DATE

7/18/26

**Checklist Item #18**

Schedule "B" attached

Amended

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

Applicant Name

SALT FORK WIND, LLC

ISD Name

GROOM ISD

Form 50-296

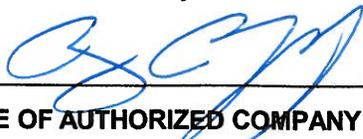
		Year	School Year (YYYY-YYYY)	Tax Year (Fill in actual tax year) YYYY	Qualified Property			Reductions from Market Value	Estimated Taxable Value	
					Estimated Market Value of Land	Estimated Total Market Value of new buildings or other new improvements	Estimated Total Market Value of tangible personal 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	2014-2015	2014	N/A	\$ -		N/A		
	Complete tax years of qualifying time period	1	2015-2016	2015	N/A	\$ -	\$ -	N/A	\$ -	\$ -
		2	2016-2017	2016	N/A	\$ -	\$ 62,290,909	N/A		
Tax Credit Period (with 50% cap on credit)	Value Limitation Period	3	2017-2018	2017	N/A	\$ -	\$ 129,253,637	N/A	\$ 62,290,909	\$ 10,000,000
		4	2018-2019	2018	N/A	\$ -	\$ 122,790,955	N/A	\$ 129,253,637	\$ 10,000,000
		5	2019-2020	2019	N/A	\$ -	\$ 116,651,407	N/A	\$ 122,790,955	\$ 10,000,000
		6	2020-2021	2020	N/A	\$ -	\$ 110,818,837	N/A	\$ 116,651,407	\$ 10,000,000
		7	2021-2022	2021	N/A	\$ -	\$ 105,277,895	N/A	\$ 110,818,837	\$ 10,000,000
		8	2022-2023	2022	N/A	\$ -	\$ 100,014,000	N/A	\$ 105,277,895	\$ 10,000,000
		9	2023-2024	2023	N/A	\$ -	\$ 95,013,300	N/A	\$ 100,014,000	\$ 10,000,000
		10	2024-2025	2024	N/A	\$ -	\$ 90,262,635	N/A	\$ 95,013,300	\$ 10,000,000
Credit Settle-Up Period	Continue to Maintain Viable Presence	11	2025-2026	2025	N/A	\$ -	\$ 85,749,504	N/A	\$ 90,262,635	\$ 90,262,635
		12	2026-2027	2026	N/A	\$ -	\$ 81,462,028	N/A	\$ 85,749,504	\$ 85,749,504
		13	2027-2028	2027	N/A	\$ -	\$ 77,388,927	N/A	\$ 81,462,028	\$ 81,462,028
Post- Settle-Up Period		14	2028-2029	2028	N/A	\$ -	\$ 73,519,481	N/A	\$ 77,388,927	\$ 77,388,927
Post- Settle-Up Period		15	2029-2030	2029	N/A	\$ -	\$ 69,843,507	N/A	\$ 73,519,481	\$ 73,519,481

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



7/18/16

**Checklist Item #19**

Schedule "C" attached

Amended

**Schedule C- Application: Employment Information**

Applicant Name                      SALT FORK WIND, LLC  
 ISD Name                                GROOM ISD

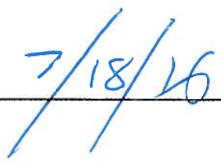
Form 50-296

		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	2014-2015	2014							
	Complete tax years of qualifying time period	1	2015-2016	2015							
		2	2016-2017	2016							
	Value Limitation Period	3	2017-2018	2017	55	34,321	2	\$ 46,034	2	\$ 46,034	
		4	2018-2019	2018	65	34,321	3	\$ 46,034	3	\$ 46,034	
Tax Credit Period (with 50% cap on credit)		5	2019-2020	2019	0	34,321	3	\$ 46,034	3	\$ 46,034	
		6	2020-2021	2020	0	34,321	3	\$ 46,034	3	\$ 46,034	
		7	2021-2022	2021	0	34,321	3	\$ 46,034	3	\$ 46,034	
		8	2022-2023	2022	0	34,321	3	\$ 46,034	3	\$ 46,034	
		9	2023-2024	2023	0	34,321	3	\$ 46,034	3	\$ 46,034	
		10	2024-2025	2024	0	34,321	3	\$ 46,034	3	\$ 46,034	
		Credit Settle-Up Period	11	2025-2026	2025	0	34,321	3	\$ 46,034	3	\$ 46,034
			12	2026-2027	2026	0	34,321	3	\$ 46,034	3	\$ 46,034
13	2027-2028		2027	0	34,321	3	\$ 46,034	3	\$ 46,034		
Post- Settle-Up Period		14	2028-2029	2028	0	34,321	3	\$ 46,034	3	\$ 46,034	
Post- Settle-Up Period		15	2029-2030	2029	0	34,321	3	\$ 46,034	3	\$ 46,034	

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

  
 \_\_\_\_\_  
 DATE

**Checklist Item #21**

Map of Reinvestment Zone

Amended

# EXHIBIT B

## MAP OF GRAY COUNTY REINVESTMENT ZONE 3



**Checklist Item #22**

Order & Resolution Establishing Reinvestment Zone

Amended

**RESOLUTION OF THE COMMISSIONERS COURT OF GRAY COUNTY, TEXAS  
DECLARING ITS INTENT TO CONSIDER PROVIDING TAX  
ABATEMENTS AND DESIGNATING REINVESTMENT ZONE NUMBER 3**

**A RESOLUTION DECLARING THE INTENTION OF GRAY COUNTY, TEXAS TO CONSIDER PROVIDING TAX ABATEMENTS, 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 has previously indicated its intent to consider providing tax abatements by action of the Court; and

*WHEREAS*, the Commissioners Court of Gray County, Texas now desires to declare its intention to become eligible to participate in tax abatement by adopting this resolution; and

*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 July 15, 2016, 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 hereby formally resolves that Gray County, Texas elects to become eligible to participate in tax abatement.

**SECTION 3.** 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 proposed reinvestment zone should be the area described in the description attached hereto as Exhibit "A" and depicted on the map attached hereto as Exhibit "B", both Exhibits being incorporated herein by reference for all purposes, and the contents of Exhibit "B" controlling in the event of any discrepancy between Exhibit "A" and Exhibit "B"; and,
- (c) That creation of the reinvestment zone will result in benefits to Gray County, Texas and to land included in the reinvestment 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.

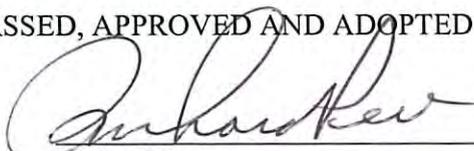
**SECTION 4.** That pursuant to the Property Redevelopment and Tax Abatement Act, as amended, and the Guidelines, the Gray County Commissioners Court hereby creates Gray County Reinvestment Zone Number 3; a reinvestment zone for commercial-industrial tax abatement encompassing only the area described in Exhibit "A" and depicted in Exhibit "B", and such reinvestment zone is hereby designated and shall hereafter be referred to as Gray County Reinvestment Zone Number 3.

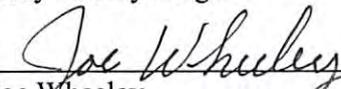
**SECTION 5.** That Gray County Reinvestment Zone Number 3 shall take effect on July 15, 2016 and shall remain designated as a commercial-industrial reinvestment zone for a period of five (5) years from such date of designation, and may be renewed for an additional five (5) year period thereafter.

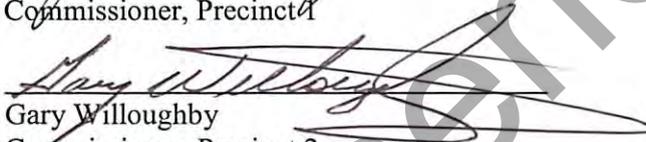
**SECTION 6.** That if any section, paragraph, clause or provision of this Resolution shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause, or provision shall not affect any of the remaining provisions of this Resolution.

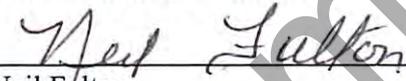
SECTION 7. That it is hereby found, determined and declared that sufficient notice of the date, hour, place and subject, of the meeting of the Gray County Commissioners Court at which this Resolution was adopted was posted at a place convenient and readily accessible at all times as required by the Texas 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.

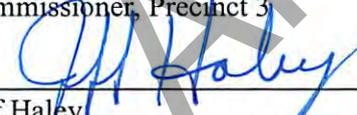
PASSED, APPROVED AND ADOPTED on this the 15<sup>th</sup> day of July, 2016.

  
\_\_\_\_\_  
Richard Peet  
Gray County Judge

  
\_\_\_\_\_  
Joe Wheeley  
Commissioner, Precinct 1

  
\_\_\_\_\_  
Gary Willoughby  
Commissioner, Precinct 2

  
\_\_\_\_\_  
Neil Fulton  
Commissioner, Precinct 3

  
\_\_\_\_\_  
Jeff Haley  
Commissioner, Precinct 4

  
\_\_\_\_\_  
Susan Winborne  
GRAY County Clerk

[COUNTY SEAL]

**EXHIBIT A**  
**DESCRIPTION OF GRAY COUNTY**  
**REINVESTMENT ZONE 3**

<b>Section</b>	<b>Block</b>	<b>Survey</b>
8	C2	CCSD & RGNG RR CO
12	C2	CCSD & RGNG RR CO
13	C2	CCSD & RGNG RR CO
18	C2	CCSD & RGNG RR CO
19	C2	CCSD & RGNG RR CO
20	C2	CCSD & RGNG RR CO

Amended

# EXHIBIT B MAP OF GRAY COUNTY REINVESTMENT ZONE 3



Amended

**Checklist Item #23**

Legal Description of Reinvestment Zone

Amended

**EXHIBIT A**  
**DESCRIPTION OF GRAY COUNTY**  
**REINVESTMENT ZONE 3**

<b>Section</b>	<b>Block</b>	<b>Survey</b>
8	C2	CCSD & RGNG RR CO
12	C2	CCSD & RGNG RR CO
13	C2	CCSD & RGNG RR CO
18	C2	CCSD & RGNG RR CO
19	C2	CCSD & RGNG RR CO
20	C2	CCSD & RGNG RR CO

Amended

**Checklist Item #24**

Guidelines and Criteria for Reinvestment Zone

Amended

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

STATE OF TEXAS        }  
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COUNTY OF GRAY      }

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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,

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**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,

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**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 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:

**Sect. 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 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.

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- 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 that 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 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.
- 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. 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.
- 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);
  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 County 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 and modernization or expansion changes the appraised value to \$100,000, \$50,000 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.

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**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 factor.

- 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 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.

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- 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 the 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 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.

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### **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:

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- 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

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- 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.

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**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.

**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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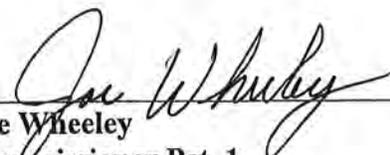
Amended

The foregoing instrument was approved by the Gray County Commissioners Court, effective as of the 15<sup>th</sup> day of September, 2015 (the "Effective Date").

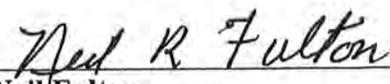


Richard Peet  
Gray County Judge

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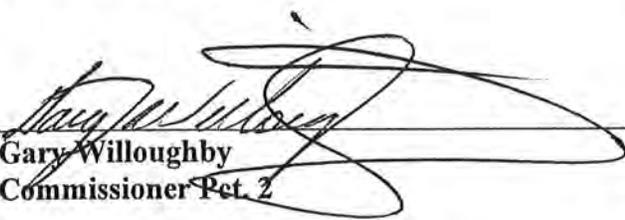


Joe Wheeley  
Commissioner Pct. 1

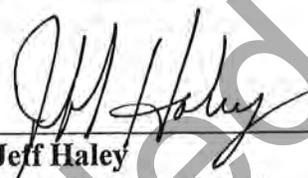


Neil Fulton  
Commissioner Pct. 3

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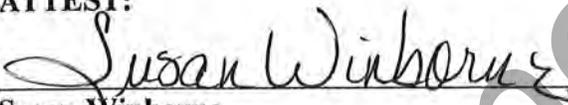
Gary Willoughby  
Commissioner Pct. 2



Jeff Haley  
Commissioner Pct. 4

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ATTEST:



Susan Winborne  
Gray County Clerk

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Amended