Renewable Energy Systems Americas Inc.
on behalf of Hackberry Wind, LLC

11101 West 120th Avenue
Suite 400
Broomfield, CO 80021
USA

Tel: + 303 439 4200
Fax: + 303 439 4299
Email: info@res-us.com

May 11, 2015

Mr. Shane Fields
Superintendent
Albany School District
501 E First Street
Albany, TX 76430-0188

Dear Mr. Fields,

Enclosed is the executed 2015 Chapter 313 Annual Eligibility Report Form 50-772 for Hackberry Wind, LLC. Please review and if you have any questions, please contact me at 720-633-3602 or jennifer.zeplin@res-americas.com.

Sincerely,

Jennifer Zeplin
Accounting Manager - Generation

Cc: Mr. Wes Jackson, Cummings Westlake

Chapter 313 Annual Eligibility Report Form

Economic Development and Analysis
Form 50-772-A

SECTION 1: Applicant and District Information

1. Tax year covered by this report: 2014

   NOTE: This report must be completed and submitted to the school district by May 15 of every year using information from the previous tax (calendar) year.

2. Application number: 51

   NOTE: You can find your application number and all agreement documents and reports on the website www.texasahead.org/tax_programs/chapter313/applicants

3. Name of school district: Albany ISD

4. Name of project on original application *(or short description of facility)*: Hackberry Wind LLC

5. Name of applicant on original application: Hackberry Wind LLC

6. Name the company entering into original agreement with distrct: Hackberry Wind LLC

7. Amount of limitation at time of application approval: 10,000,000

8. If you are one of two or more companies originally applying for a limitation, list all other applicants here and describe their relationships. *(Use attachments if necessary.)*

   N/A

SECTION 2: Current Agreement Information

1. Name of current agreement holder(s) Hackberry Wind LLC

2. Complete mailing address of current agreement holder 11101 W 120th Ave, Suite 400, Broomfield, CO 80021

3. Company contact person for agreement holder:

   Jennifer Zeplin — Name
   Account Manager - Generation — Title
   820-633-3602 — Phone
   jennifer.zeplin@res-americas.com — Email

4. Texas franchise tax ID number of current agreement holder: 15625535818

5. If the current agreement holder does not report under the franchise tax law, please include name and tax ID of reporting entity:

   N/A — Name
   Tax ID

6. If the authorized company representative *(same as signatory for this form)* is different from the contact person listed above, complete the following:

   Name
   Title
   Complete Mailing Address
   Phone
   Email

7. If you are a current agreement holder who was not an original applicant, please list all other current agreement holders. Please describe the chain of ownership from the original applicant to the new entities. *(Use attachments if necessary.)*

   N/A

SECTION 3: Applicant Eligibility Information

1. Does the business entity have the right to transact business with respect to Tax Code, Chapter 171? *(Attach printout from Comptroller Web site: http://www.window.state.tx.us/taxinfo/coasintr.html)* ☑ Yes ☐ No
2. Is the business entity current on all taxes due to the State of Texas? ☑ Yes ☐ No
3. Is the business activity of the project an eligible business activity under Section 313.024(b)? ☑ Yes ☐ No

   3a. Please identify business activity: Renewable energy generation - Wind

SECTION 4: Qualified Property Information

1. Market value for reporting year: $ 138,691,680.00
2. I&S taxable value for reporting year: $ 138,691,680.00
3. M&O taxable value for reporting year: $ 10,000,000.00

SECTION 5A: Wage and Employment Information for Applications Prior to Jan. 1, 2014 (#1 Through 999)

ONLY COMPLETE THE WAGE SECTION (5A or 5B) THAT APPLIES TO YOUR APPLICATION. You can find your application number on the website at www.texasahead.org/tax_programs/chapter313/applicants.

NOTE: All statutory references in Section 5A are for statute as it existed prior to Jan. 1, 2014. For job definitions see TAC §9.1051(14) and Tax Code, §313.021(3). If the agreement includes a definition of "new job" other than TAC §9.1051(14)(C), then please provide the definition "new job" as used in the agreement. Notwithstanding any waiver by the district of the requirement for the creation of a minimum number of new jobs, or any other job commitment in the agreement, Tax Code §313.024(d) requires that 80 percent of all new jobs be qualifying jobs.

1. How many new jobs were based on the qualified property in the year covered by this report? *(See note above)* 12
2. What is the number of new jobs required for a project in this school district according to §313.021(2)(A)(iv)(b), §313.051(b), as appropriate? 10
3. Did the applicant request that the governing body waive the minimum job requirement, as provided under Tax Code §313.025(f-1)? ☐ Yes ☑ No

   3a. If yes, how many new jobs must the approved applicant create under the waiver?
4. Calculate 80 percent of new jobs (0.80 x number of new jobs based on the qualified property in the year covered by this report.) 9.6
5. What is the minimum required annual wage for each qualifying job in the year covered by the report? $ 28,200.00
6. Identify which of the four Tax Code sections is used to determine the wage standard required by the agreement:

   ☑ §313.021(5)(A) or ☐ §313.021(5)(B) or ☐ §313.021(3)(E)(ii) or ☐ §313.051(b)

   6a. Attach calculations and cite exact Texas Workforce Commission data source as defined in TAC §9.1051.
7. Does the agreement require the applicant to provide a specified number of jobs at a specified wage? ☐ Yes ☑ No

   7a. If yes, how many qualifying jobs did the approved applicant commit to create in the year covered by the report?

   7b. If yes, what annual wage did the approved applicant commit to pay in the year covered by the report? $

   7c. If yes, how many qualifying jobs were created at the specified wage in the year covered by the report?
8. How many qualifying jobs (employees of this entity and employees of a contractor with this entity) were based on the qualified property in the year covered by the report? 12

   8a. Of the qualifying job-holders last year, how many were employees of the approved applicant? 0

   8b. Of the qualifying job-holders last year, how many were employees of an entity contracting with the approved applicant? 12

   8c. If any qualifying job-holders were employees of an entity contracting with the applicant, does the approved applicant or assignee have documentation from the contractor supporting the conclusion that those jobs are qualifying jobs? ☑ Yes ☐ No ☐ N/A

SECTION 5B: Wage and Employment Information for Applications After Jan. 1, 2014 (#1000 and Above)

ONLY COMPLETE THE WAGE SECTION (5A or 5B) THAT APPLIES TO YOUR APPLICATION. You can find your application number on the website at www.texasahead.org/tax_programs/chapter313/applicants.

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

QUALIFYING JOBS

1. What is the number of new qualifying jobs the applicant committed to create in the year covered by this report? . . . . .
2. Did the applicant
   Tax Code §313.0 . . . ☐ Yes ☐ No
   2a. If yes, hov
3. Which Tax Code A) or ☐ §313.021(5)(B)
   3a. Attach cal
4. What is the minir
5. What is the annual wage the applicant committed to pay for each of the qualifying jobs in the year covered by this report? . . . . . $
6. Do the qualifying jobs meet all minimum requirements set out in Tax Code §313.021(3)? . . . . . ☐ Yes ☐ No

Not applicable to Hackberry Wind LLC

NON-QUALIFYING JOBS

7. What is the number of non-qualifying jobs the applicant had on Dec. 31 of the year covered by this report? . . . . . .
8. What was the average wage you were paying for non-qualifying jobs on Dec. 31 of the year covered by this report? . . $
9. What is the county average weekly wage for non-qualifying jobs, as defined in TAC §9.1051? . . . . . $

MISCELLANEOUS

10. Did the applicant rely on a determination by the Texas Workforce Commission under the provisions §313.024(3)(F) in meeting the minimum qualifying job requirements? . . . . . ☐ Yes ☐ No
    10a. If yes, attach supporting documentation to evidence that the requirements of §313.021(3)(F) were met.
11. Are you part of a Single Unified Project (SUP) and relying on the provisions in Tax Code §313.024(d-2) to meet the qualifying job requirements? . . . . . ☐ Yes ☐ No
    11a. If yes, attach supporting documentation from the Texas Economic Development and Tourism Office including a list of the other school district(s) and the qualifying jobs located in each.

SECTION 6: Qualified Investment During Qualified Time Period

ENTITIES ARE NOT REQUIRED TO COMPLETE THIS SECTION IF THE YEAR COVERED BY THE REPORT IS AFTER THE QUALIFYING TIME PERIOD OF THEIR AGREEMENT.

1. What is the qualified investment expended by this entity from the beginning of the qualifying time period through the end of the year covered by this report? . . . . . $
2. Was any of the land classified as qualified investment? . . . . . ☐ Yes ☐ No
3. Was any of the qualified Investment leased under a capitalized lease? . . . . . ☐ Yes ☐ No
4. Was any of the qualified Investment leased under an operating lease? . . . . . ☐ Yes ☐ No
5. Was any property not owned by the applicant part of the qualified investment? . . . . . ☐ Yes ☐ No

SECTION 7: Partial Interest

THE FOLLOWING QUESTIONS MUST BE ANSWERED BY ENTITIES HAVING A PARTIAL INTEREST IN AN AGREEMENT. For limitation agreements where there are multiple company entities that receive a part of the limitation provided by the agreement: 1) each business entity not having a full interest in the agreement should complete a separate form for their proportionate share of required employment and investment information; and, 2) separately, the school district is required to complete an Annual Eligibility Report that provides for each question in this form a sum of the individual answers from reports submitted by each entity so that there is a cumulative Annual Eligibility Report reflecting the entire agreement.

1. What was your limitation amount (or portion of original limitation amount) during the year covered by this report? . . . .
2. Please describe your interest in the agreement and identify all the documents creating that interest.

Not applicable

SECTION 8: Approval

"I am the authorized representative for the Company submitting this Annual Eligibility Report. I understand that this Report is a government record as defined in Chapter 37 of the Texas Penal Code. The information I am providing on this Report is true and correct to the best of my knowledge and belief."

print here Jennifer Zeplin
Print Name *(Authorized Company Representative)*

Account Manager - Generation
Title

sign here
Signature *(Authorized Company Representative)*

5/11/15
Date

print here Wes Jackson - Cummings Westlake LLC
Print Name of Preparer *(Person Who Completed the Form)*

713-266-4456 ext 2
Phone

Franchise Tax Account Status

As of: 04/22/2015 02:11:25 PM

This Page is Not Sufficient for Filings with the Secretary of State

HACKBERRY WIND, LLC	
Texas Taxpayer Number	15625535818
Mailing Address	11101 W 120TH AVE STE 400 BROOMFIELD, CO 80021-3436
Right to Transact Business in Texas	ACTIVE
State of Formation	DE
Effective SOS Registration Date	11/15/2005
Texas SOS File Number	0800570994
Registered Agent Name	C T CORPORATION SYSTEM
Registered Office Street Address	1999 BRYAN ST., STE. 900 DALLAS, TX 75201

Quarterly Employment and Wages (QCEW)

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Year	Period	Area	Ownership	Division	Level	Ind Code	Industry	Avg Weekly Wages
2006	1st Qtr	Shackelford County	Private	31	2	31-33	Manufacturing	$450
2006	2nd Qtr	Shackelford County	Private	31	2	31-33	Manufacturing	$493
2006	3rd Qtr	Shackelford County	Private	31	2	31-33	Manufacturing	$527
2006	4th Qtr	Shackelford County	Private	31	2	31-33	Manufacturing	$629

2nd Qtr Wages $493 X 52 Weeks X 110% = $28,199