

**ORDER APPROVING FIRST AMENDMENT TO
TAX ABATEMENT AGREEMENT BETWEEN
SOUTH CLAY WIND FARM, LLC
AND
CLAY COUNTY, TEXAS**

December 9, 2013

WHEREAS, by order dated July 8, 2013 the Commissioners Court of Clay County, Texas did therein approve a Tax Abatement Agreement between Clay County, Texas and Shannon-1 Wind Farm, LLC (the "Agreement"); and

WHEREAS, the Agreement was filed of record in Volume 38 at pages 144 *et seq.* of the Official Public Records of Clay County, Texas; and

WHEREAS, certain amendments have been proposed to the Agreement with respect to advertising for jobs and the performance bond on the initial part of the project; and

WHEREAS, the Commissioners Court, having been presented a First Amendment to the Agreement, and having considered same, has concluded that the First Amendment should be, in all things, APPROVED; and

WHEREAS, notice of the Commissioners Court's intention to act on the adoption of the First Amendment was given to the presiding officer of the Midway Independent School District, being the only other taxing entity within the area on which the proposed wind farm is to be established; and

WHEREAS, the Commissioners Court of Clay County, Texas has determined, and hereby finds and concludes:

(1) that this order was approved by a majority of the Commissioners Court in a regular meeting held on the date set forth above; and

(2) that said meeting was open to the public, was preceded by proper notice, as required by Chapter 551 of the Texas Government Code (the Open Meetings Act) and that a quorum of the members of the Commissioners Court were present at said meeting; and

(3) that following orders should be entered:

IT IS, THEREFORE, ORDERED BY THE COMMISSIONERS COURT OF CLAY COUNTY, TEXAS:


1. That the First Amendment to the Agreement be, and the same is, hereby APPROVED and that R.L. "Lindy" Choate, the presiding officer of the Commissioners Court during the absence of the County Judge, be, and he is, hereby authorized and directed to

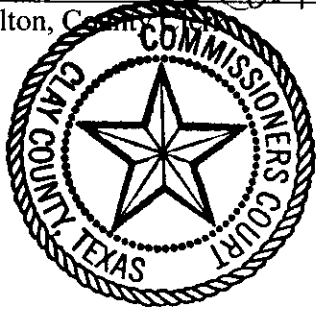
executed same on behalf of Clay County thereby binding Clay County to the terms and conditions thereof.

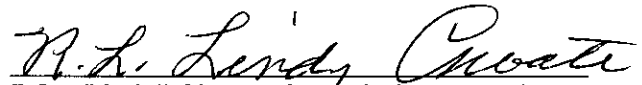
2. That all officers, employees and agents of Clay County are further authorized and directed to take such actions as may be reasonably necessary to execute and carry out the terms of the Tax Abatement Agreement on behalf of Clay County, Texas.

PASSED AND APPROVED on the date first set forth above.

Attest:


Sasha Kelton, County Clerk




R.L. "Lindy" Choate, Commissioner Precinct 1

Johnny Gee, Commissioner Precinct 2


John McGregor, Commissioner Precinct 3


A.J. Peek, Commissioner Precinct 4