

**ORDER APPROVING AMENDMENT TO TAX ABATEMENT AGREEMENTS
PERTAINING TO THE METHOD BY WHICH MEASUREMENTS ARE
DETERMINED FOR SPACING REQUIREMENTS**

January 27, 2014

WHEREAS, on July 8, 2013 the Commissioners Court of Clay County, Texas approved a Tax Abatement Agreement between it and Shannon-1 Wind Farm, LLC, which agreement was subsequently executed on behalf of both parties and was recorded in Volume 38 at pages 116 *et seq.* of the Official Public Records of Clay County, Texas (hereinafter referred to as the "Shannon-1 Agreement");

WHEREAS, on July 8, 2013 the Commissioners Court of Clay County, Texas approved, by a separate order, a Tax Abatement Agreement between it and South Clay Wind Farm, LLC, which agreement was subsequently executed on behalf of both parties and was recorded in Volume 38 at pages 144 *et seq.* of the Official Public Records of Clay County, Texas (hereinafter referred to as the "South Clay Agreement");

WHEREAS, the officers of Shannon-1 Wind Farm, LLC and South Clay Wind Farm, LLC have requested a clarification in the manner in which the spacing requirements are measured pursuant to the Shannon-1 Agreement and the South Clay Agreement (collectively, the "Agreements");

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 below; 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 the clarification, which is set forth below in this order, should be, in all things, APPROVED and the County Judge should be authorized and directed to execute an amendment to the Agreements memorializing such clarification; and

(4) that following orders should be entered:

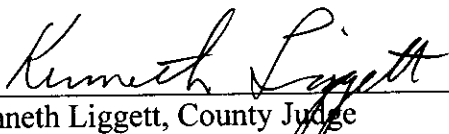
IT IS, THEREFORE, ORDERED BY THE COMMISSIONERS COURT OF CLAY COUNTY, TEXAS:

1. That the following language should be inserted in, and added to, Section 1.5 of each of the Agreements:


For purposes of the requirements of this section, measurements from wind turbines shall be made to the center of the turbine base.

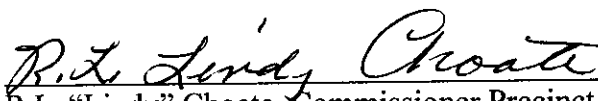
2. That the County Judge is hereby authorized and directed to sign a document memorializing this change to the Agreement and all officers, employees and agents of Clay County are further authorized and directed to take such actions as may be reasonably necessary to execute and carry out the terms of this order.

PASSED AND APPROVED on the 27th day of January, 2014.



Kenneth Liggett, County Judge

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

