

**ORDER APPROVING
AMENDED AND RESTATED TAX ABATEMENT AGREEMENT
BETWEEN
SOUTH CLAY WIND FARM, LLC
AND
CLAY COUNTY, TEXAS**

March 10, 2014

WHEREAS, by order dated August 23, 2010 the Commissioners Court of Clay County, Texas (the "Commissioners Court") did therein designate certain areas in Clay County, Texas (the "County") which are more particularly described in said order as the Southwest Clay County Wind Power Reinvestment Zone (the "Reinvestment Zone"); and

WHEREAS, the Commissioners Court, by an order dated July 8, 2013, has heretofore approved a tax abatement agreement (the "July 8, 2013 Tax Abatement Agreement") between it and South Clay Wind Farm, L.L.C., a Texas limited liability company (the "Owner") with respect to certain improvements and facilities which Owner proposes to construct within the Reinvestment Zone, the July 8, 2013 Tax Abatement Agreement being recorded in Volume 38 at pages 144 *et seq.* of the Official Public Records of Clay County, Texas; and

WHEREAS, the Commissioners Court, by order dated December 9, 2013, approved a First Amendment to the July 8, 2013 Tax Abatement Agreement (the "First Amendment"), the First Amendment being recorded in Volume 46 at pages 582 *et seq.* of the Official Public Records of Clay County, Texas; and

WHEREAS, representatives of the County and Owner have negotiated certain changes or modifications to the July 8, 2013 Tax Abatement Agreement and the First Amendment and desire to incorporate those amendments into a document (the "Amended and Restated Tax Abatement Agreement") which amends and restates the terms of the July 8, 2013 Tax Abatement Agreement and the First Amendment between the County and Owner; and

WHEREAS, a true copy of the Amended and Restated Tax Abatement Agreement is attached to this order; and

WHEREAS, the Commissioners Court of Clay County has found that the tax abatement, provided in the Amended and Restated Tax Abatement Agreement is consistent with the Tax Abatement Guidelines and Criteria for Clay County, Texas heretofore adopted by the Commissioners Court of Clay County, Texas and Chapter 312 of the Texas Tax Code; and

WHEREAS, notice of the Commissioners Court's intention to act on the adoption of the Amended and Restated Tax Abatement Agreement at this meeting 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 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 Tax Abatement Agreement should be, in all things, APPROVED and the County Judge authorized and directed to execute same on behalf of Clay County; and

(4) that following orders should be entered:

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

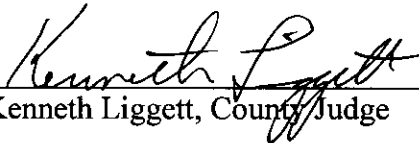
1. That the attached Amended and Restated Tax Abatement Agreement between Clay County, Texas and Owner be, and the same is, hereby APPROVED and the County Judge of Clay County, Texas is hereby authorized and directed to execute same on behalf of Clay County thereby binding Clay County to the terms and 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.

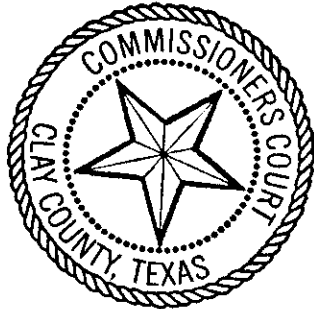
PASSED AND APPROVED on the 10th day of March, 2014.

Attest:


Sasha Kelton, County Clerk


Kenneth Liggett, County Judge


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




Johnny Gee, Commissioner Precinct 2


John McGregor, Commissioner Precinct 3


A.J. Peck, Commissioner Precinct 4