

**ORDER RATIFYING APPROVAL OF  
SUPPLEMENTAL ROAD USE AGREEMENT  
AND  
AGREEMENT FOR SECURITY DEPOSIT IN LIEU OF CORPORATE SURETY  
AMONG  
SOUTH CLAY WIND FARM, LLC AND SHANNON-1 WIND FARM, LLC  
AND CLAY COUNTY, TEXAS**

WHEREAS, Clay County, Texas (the "County") and Shannon-1 Wind Farm, LLC entered into an *Amended and Restated Tax Abatement Agreement* dated March 14, 2014 which was recorded in Volume 51 at pages 203 *et seq.* of the Official Public Records of Clay County, Texas and the County and South Clay Wind Farm, LLC entered into an *Amended and Restated Tax Abatement Agreement* dated March 14, 2014 which was recorded in Volume 51 at pages 201 *et seq.* of the Official Public Records of Clay County, Texas (both of which are collectively hereinafter referred to as the "Agreements" and each, an "Agreement").

WHEREAS, on December 22, 2014 the Commissioners Court approved a *Supplemental Road Use Agreement* ("Supplemental Road Use Agreement") among the County and Shannon-1 Wind Farm, LLC and South Clay Wind Farm, LLC (collectively referred to herein as, the "Owners") relating to the use of the County's roadways pursuant to the terms of the Agreements and an *Agreement for Security Deposit in Lieu of Corporate Surety* (the "Security Deposit Agreement") among the County and the Owners allowing the deposit of cash funds in lieu of Owners providing a performance bond with a corporate surety under the terms of the Agreements; and

WHEREAS, notice of such action and copies of the Supplemental Road Use Agreement and the Security Deposit Agreement have been provided to the presiding officer of the Midway Independent School District, the only other taxing entity in the area where the projects contemplated by the Agreements are located; 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 following orders should be entered:

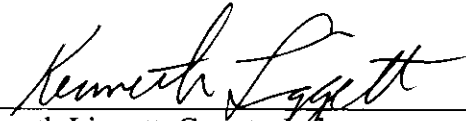
IT IS, THEREFORE, ORDERED BY THE COMMISSIONERS COURT OF CLAY COUNTY, TEXAS that the action of the Commissioners Court on December 22, 2014 approving the Supplement Road Use Agreement and the Security Deposit Agreement, and authorizing the

County Judge to execute both of them on behalf of the County is hereby RATIFIED AND APPROVED.

PASSED AND APPROVED on the 31<sup>st</sup> day of December, 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