

SECTION 1: School District Information (*continued*)3. Authorized School District Consultant (*If Applicable*)

Fred

First Name

Attorney

Title

Underwood Law Firm, PC

Firm Name

806-379-0306

Phone Number

N/A

Mobile Number (*optional*)

Stormer

Last Name

806-379-0316

Fax Number

fred.stormer@uwlaw.com

Email Address

4. On what date did the district determine this application complete? .....

## SECTION 2: Applicant Information

1. Authorized Company Representative (*Applicant*)

Himanshu

First Name

Chief Executive Officer

Title

5 Greenwich Office Park

Street Address

5 Greenwich Office Park

Mailing Address

Greenwich

City

203-422-7827

Phone Number

N/A

Mobile Number (*optional*)

Saxena

Last Name

Starwood

Organization

CT

06831

State

N/A

ZIP

Fax Number

hsaxena@starwood.com

Business Email Address

2. Will a company official other than the authorized company representative be responsible for responding to future information requests? .....

 Yes  No

2a. If yes, please fill out contact information for that person.

Keith

First Name

Principal

Title

110 E. 42nd St. Suite 1310

Street Address

110 E. 42nd St. Suite 1310

Mailing Address

New York

City

405-308-7289

Phone Number

N/A

Mobile Number (*optional*)

Tracy

Last Name

Elysian Ventures, LLC

Organization

NY

10017

State

ZIP

na

Fax Number

ktracy@elysian.cc

Business Email Address

3. Does the applicant authorize the consultant to provide and obtain information related to this application? .....

 Yes  No

SECTION 10: The Property (*continued*)

5. List all state and local incentives as an annual percentage. Include the estimated start and end year of the incentive:

County: NA  
(Incentive type, percentage, start and end year)

Hospital District: NA  
(Incentive type, percentage, start and end year)

Other (describe): NA  
(Incentive type, percentage, start and end year)

City: NA  
(Incentive type, percentage, start and end year)

Water District: NA  
(Incentive type, percentage, start and end year)

Other (describe): NA  
(Incentive type, percentage, start and end year)

6. Is the project located entirely within the ISD listed in Section 1?  Yes  No

6a. If no, attach in **Tab 6** maps of the entire project (depicting all other relevant school districts) and additional information on the project scope and size. Please note that only the qualified property within the ISD listed in Section 1 is eligible for the limitation from this application. Please verify that all information in **Tabs 7** and **8**, Section 11, 12 and 13, and map project boundaries pertain to only the property within the ISD listed in Section 1.

7. Did you receive a determination from the Texas Economic Development and Tourism Office that this proposed project and at least one other project seeking a limitation agreement constitute a single unified project (SUP), as allowed in §313.024(d-2)?  Yes  No

7a. If yes, attach in **Tab 6** supporting documentation from the Office of the Governor.

## SECTION 11: Texas Tax Code 313.021(1) Qualified Investment

**NOTE:** The minimum amount of qualified investment required to qualify for an appraised value limitation and the minimum amount of appraised value limitation vary depending on whether the school district is classified as Subchapter B or Subchapter C, and the taxable value of the property within the school district. For assistance in determining estimates of these minimums, access the Comptroller's website at [comptroller.texas.gov/economy/local/ch313/](http://comptroller.texas.gov/economy/local/ch313/).

1. At the time of application, what is the estimated minimum qualified investment required for this school district? 30,000,000

2. What is the amount of appraised value limitation for which you are applying? 30,000,000

**Note:** The property value limitation amount is based on property values available at the time of application and may change prior to the execution of any final agreement.

3. Does the qualified investment meet the requirements of Tax Code §313.021(1)?  Yes  No

4. Attach a description of the qualified investment [See §313.021(1).] The description must include:

- a specific and detailed description of the qualified investment you propose to make within the project boundary for which you are requesting an appraised value limitation as defined by Tax Code §313.021 (**Tab 7**);
- a description of any new buildings, proposed new improvements or personal property which you intend to include as part of your minimum qualified investment (**Tab 7**); and
- a detailed map of the qualified investment showing location of tangible personal property to be placed in service during the qualifying time period and buildings to be constructed during the qualifying time period, with vicinity map (**Tab 11**).

5. Do you intend to make at least the minimum qualified investment required by Tax Code §313.023 (or §313.053 for Subchapter C school districts) for the relevant school district category during the qualifying time period?  Yes  No

## SECTION 12: Texas Tax Code 313.021(2) Qualified Property

1. Attach a detailed description of the qualified property. [See §313.021(2)] The description must include:

- a specific and detailed description of the qualified property for which you are requesting an appraised value limitation as defined by Tax Code §313.021 (**Tab 8**);
- a description of any new buildings, proposed new improvements or personal property which you intend to include as part of your qualified property (**Tab 8**);
- a map or site plan of the proposed qualified property showing the location of the new buildings or new improvements inside the project area boundaries within a vicinity map that includes school district, county and reinvestment zone boundaries (**Tab 11**); and
- Will any of the proposed qualified property be used to renovate, refurbish, upgrade, maintain, modify, improve, or functionally replace existing buildings or existing improvements inside or outside the project area?  Yes  No

**Note:** Property used to renovate, refurbish, upgrade, maintain, modify, improve, or functionally replace existing buildings or existing improvements inside or outside the project area cannot be considered qualified property and will not be eligible for a limitation. See TAC §9.1051(16).

## SECTION 14: Wage and Employment Information

1. What is the number of new qualifying jobs you are committing to create? ..... 10

2. What is the number of new non-qualifying jobs you are estimating you will create? (See TAC 9.1051(14)) ..... 0

3. Do you intend to request that the governing body waive the minimum new qualifying job creation requirement, as provided under Tax Code §313.025(f-1)? .....  Yes  No

3a. If yes, attach evidence of industry standard in **Tab 12** documenting that the new qualifying job creation requirement above exceeds the number of employees necessary for the operation, according to industry standards.

4. Attach in **Tab 13** the four most recent quarters of data for each wage calculation below, including documentation from the Texas Workforce Commission website. The final actual statutory minimum annual wage requirement for the applicant for each qualifying job — which may differ slightly from this estimate — will be based on information available at the time of the application review start date (date of a completed application). See TAC §9.1051(21) and (22). **Note:** If a more recent quarter of information becomes available before the application is deemed complete, updated wage information will be required.

a. Non-qualified job wages  
- average weekly wage for all jobs (all industries) in the county is ..... \$ 1,153.75

b. Qualifying job wage minimum option §313.021(5)(A)  
-110% of the average weekly wage for manufacturing jobs in the county is ..... \$ 1,617.00

c. Qualifying job wage minimum option §313.021(5)(B)  
-110% of the average weekly wage for manufacturing jobs in the region is ..... \$ 993.07

5. Which Tax Code section are you using to estimate the qualifying job wage standard required for this project? .....  §313.021(5)(A) or  §313.021(5)(B)

6. What is the minimum required annual wage for each qualifying job based on the qualified property? ..... \$ 51,640.00

7. What is the annual wage you are committing to pay for each of the new qualifying jobs you create on the qualified property? ..... \$ 51,640.00

8. Will the qualifying jobs meet all minimum requirements set out in Tax Code §313.021(3)? .....  Yes  No

9. Do you intend to satisfy the minimum qualifying job requirement through a determination of cumulative economic benefits to the state as provided by §313.021(3)(F)? .....  Yes  No

9a. If yes, attach in **Tab 13** supporting documentation from the TWC, pursuant to §313.021(3)(F).

10. Do you intend to rely on the project being part of a single unified project, as allowed in §313.024(d-2), in meeting the qualifying job requirements? .....  Yes  No

10a. If yes, attach in **Tab 6** supporting documentation including a list of qualifying jobs in the other school district(s).

## SECTION 15: Economic Impact

1. Complete and attach Schedules A1, A2, B, and C in **Tab 14**. **Note:** Excel spreadsheet versions of schedules are available for download and printing at URL listed below.

2. Attach an Economic Impact Analysis, if supplied by an entity other than the Comptroller's office, in **Tab 15**. *(not required)*

3. If there are any other payments made in the state or economic information that you believe should be included in the economic analysis, attach a separate schedule showing the amount for each year affected, including an explanation, in **Tab 15**.

Chapter 313 Application to Ector County ISD

Cummings Westlake, LLC

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**TAB 4**  
Detailed Description of the Project

Provide a detailed description of the scope of the proposed project, including, at a minimum, the type and planned use of real and tangible personal property, the nature of the business, a timeline for property construction or installation, and any other relevant information.

Quail Run Carbon, LLC (QRC) is requesting an appraised value limitation from Ector County Independent School District (ISD) for the Quail Run Carbon Capture Project (the "Project"). The Project is a proposed carbon capture facility that will capture approximately 95% of the CO<sub>2</sub> emissions from the adjacent existing Quail Run Energy Center located in Ector County. Quail Run Energy Center is a power plant owned and managed by Quail Run Energy Partners, LP, and is operated by NAES Corporation. Normal operations at the power plant include emissions of CO<sub>2</sub> into the atmosphere, emitting from the power plant's CO<sub>2</sub> scrubbers. The proposed Project will include installation of pipes that will divert the CO<sub>2</sub> from being emitted by the CO<sub>2</sub> scrubbers, and transport that CO<sub>2</sub> to the QRC facility for carbon capture.

The proposed Project is anticipated to capture over 1.75 million metric tons of carbon dioxide per year solely from the existing Quail Run Energy Center in Ector County (and perhaps from additional equipment installed as part of the QRC facility itself). The exact configuration of the carbon capture equipment will be determined during design and construction, and the carbon capture facility will be located on land owned by the Quail Run Energy Center, but some of the carbon capture facility may be located on land not owned by the Quail Run Energy Center. In either case, all improvements for the Project will be located in Ector County ISD. Current plans are to separate and capture the CO<sub>2</sub> emissions from the existing power plant, and then compress and dehydrate the CO<sub>2</sub> so that it can be pipelined off-site. The Applicant requests a value limitation for all facilities and equipment installed for the Project, including but not limited to: absorbers, compressors, cooling towers, dehydrators, heat exchangers, mounting equipment, pipes, pressure vessels, pumps, reboilers, scrubbers, support structures, steam equipment, turbines and other ancillary and necessary equipment used for the purpose of separating, purifying, compressing, drying and/or capturing carbon dioxide that would otherwise be released into the atmosphere.

QRC has retained the services of Elysian Ventures, LLC to develop the proposed Project. A map showing the location of the proposed Project is included in Tab 11. Full construction of the proposed Project is anticipated to begin in Q4 of 2022 with completion by December 31, 2024.

Chapter 313 Application to Ector County ISD

Cummings Westlake, LLC

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\*NOTE: The map in Tab 11 shows the potential location of improvements within Ector County ISD boundaries; however, the final configuration and location of the project facilities is dependent on further design considerations and other factors.

Chapter 313 Application to Ector County ISD

Cummings Westlake, LLC

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**TAB 5**

*Documentation to assist in determining if limitation is a determining factor.*

Starwood Energy™ specializes in energy infrastructure investments, with a focus on power generation, transmission, storage, and related projects. Through Starwood Energy Infrastructure Fund, including successor funds and affiliated investment vehicles, Starwood Energy™ has raised in excess of \$3 billion of equity capital and has executed transactions totaling more than \$8 billion in enterprise value, inclusive of \$2 billion in enterprise value related to the development and construction of renewable assets such as wind farms, solar farms and biomass power plants. The Starwood Energy™ team brings extensive development, construction, operations, acquisition and financing expertise to its investments.

Quail Run Carbon, LLC is a wholly owned affiliate of Quail Run Carbon SponsorCo, LLC, which in turn is owned by an affiliate of Starwood Energy.

Starwood Energy has various projects in development throughout the country and is continually comparing investment opportunities, rate of return, and market viability of each project based upon project financial metrics. For example, Starwood Energy currently has ongoing project developments in many states, including but not limited to, Oklahoma and Wyoming.

Without the tax incentives in Texas, this project becomes non-financeable. Therefore, this appraised value limitation is critical to the ability of the proposed Project to move forward as currently sited.

Chapter 313 Application to Ector County ISD

Cummings Westlake, LLC

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**TAB 7**

Description of Qualified Investment

Quail Run Carbon, LLC plans to construct a carbon capture facility in Ector County. This application covers all qualified property within Ector County ISD necessary for the commercial operations of the proposed carbon capture facility described in Tab 4 (the "Project"). The Project will be located wholly in Ector County ISD. Final configuration and location of the Project facilities is subject to change, and the carbon capture facility will be located on land owned by the adjacent existing Quail Run Energy Center (a power plant), but some of the carbon capture facility may be located on land not owned by the Quail Run Energy Center.

The Project is a proposed carbon capture facility that will capture approximately 95% of the CO<sub>2</sub> emissions from the existing Quail Run Energy Center power plant. Normal operations at the power plant include emissions of CO<sub>2</sub> into the atmosphere from the plant's CO<sub>2</sub> scrubbers. The proposed Project will include installation of pipes that will divert the CO<sub>2</sub> from being emitted by the CO<sub>2</sub> scrubbers, and transport that CO<sub>2</sub> to the QRC carbon capture facility.

This application covers all qualified investment and qualified property necessary for the commercial operations of the carbon capture facility.

Qualified Investment and qualified property includes but is not limited to: absorbers, compressors, cooling towers, dehydrators, heat exchangers, mounting equipment, pipes, pressure vessels, pumps, reboilers, scrubbers, support structures, steam equipment, turbines and other ancillary and necessary equipment used for the purpose of separating, purifying, compressing, drying and/or capturing carbon dioxide that would otherwise be released into the atmosphere.

\*NOTE: The map in Tab 11 shows the potential location of improvements within Ector County ISD boundaries; however, the final configuration and location of the project facilities is dependent on further design considerations and other factors.

Chapter 313 Application to Ector County ISD

Cummings Westlake, LLC

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**TAB 8**  
Description of Qualified Property

Quail Run Carbon, LLC plans to construct a carbon capture facility in Ector County. This application covers all qualified property within Ector County ISD necessary for the commercial operations of the proposed carbon capture facility described in Tab 4 (the "Project"). The Project will be located wholly in Ector County ISD. Final configuration and location of the Project facilities is subject to change, and the carbon capture facility will be located on land owned by the adjacent existing Quail Run Energy Center (a power plant), but some of the carbon capture facility may be located on land not owned by the Quail Run Energy Center.

The Project is a proposed carbon capture facility that will capture approximately 95% of the CO<sub>2</sub> emissions from the existing Quail Run Energy Center power plant. Normal operations at the power plant include emissions of CO<sub>2</sub> into the atmosphere from the plant's CO<sub>2</sub> scrubbers. The proposed Project will include installation of pipes that will divert the CO<sub>2</sub> from being emitted by the CO<sub>2</sub> scrubbers, and transport that CO<sub>2</sub> to the QRC carbon capture facility.

This application covers all qualified investment and qualified property necessary for the commercial operations of the carbon capture facility.

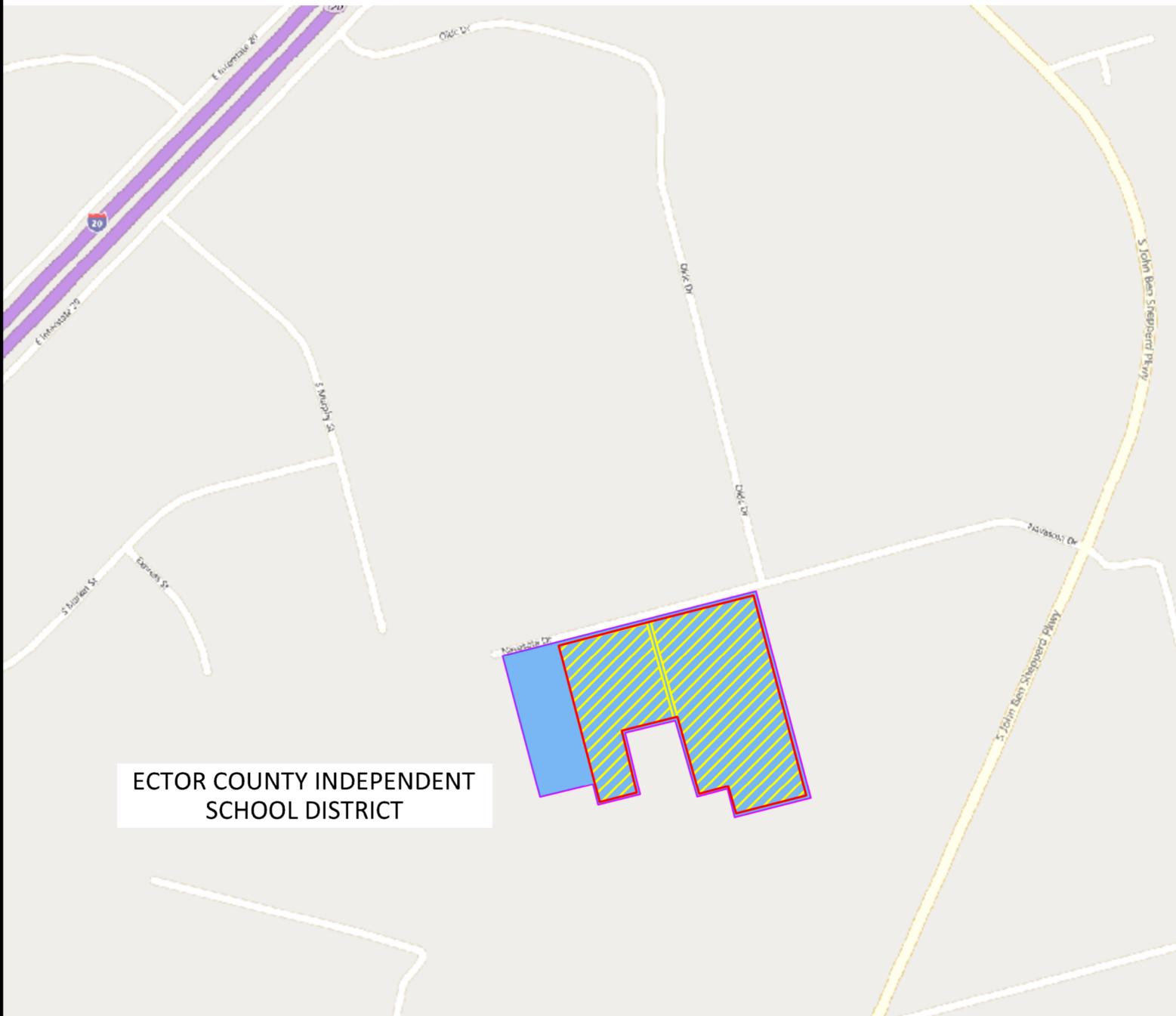
Qualified Investment and qualified property includes but is not limited to: absorbers, compressors, cooling towers, dehydrators, heat exchangers, mounting equipment, pipes, pressure vessels, pumps, reboilers, scrubbers, support structures, steam equipment, turbines and other ancillary and necessary equipment used for the purpose of separating, purifying, compressing, drying and/or capturing carbon dioxide that would otherwise be released into the atmosphere.

\*NOTE: The map in Tab 11 shows the potential location of improvements within Ector County ISD boundaries; however, the final configuration and location of the project facilities is dependent on further design considerations and other factors.

## QUALIFIED PROPERTY & IMPROVEMENTS MAP

NOTE:  
LINES DEPICTED HEREON ARE APPROXIMATE  
AND HAVE NOT BEEN VERIFIED IN THE FIELD

TEXAS STATE PLANE GRID NORTH  
CENTRAL ZONE



JOB NUMBER: 1021065191  
DATE: APRIL-2022  
SCALE: 1"=300'  
SURVEYOR: C.GARZA  
TECHNICIAN: K.PERRY  
DRAWING: IMPROVEMENTS\_MAP  
TRACT ID: N/A  
PARTYCHIEF: N/A  
FIELDBOOKS: N/A



4801 SOUTHWEST PARKWAY  
BUILDING TWO, SUITE 100  
AUSTIN, TEXAS 78735  
(512) 447-0575  
FAX: (512) 326-3029  
EMAIL: SAM@SAMINC.BIZ  
TEXAS FIRM REGISTRATION  
NO. 10064300  
WWW.SAM.BIZ

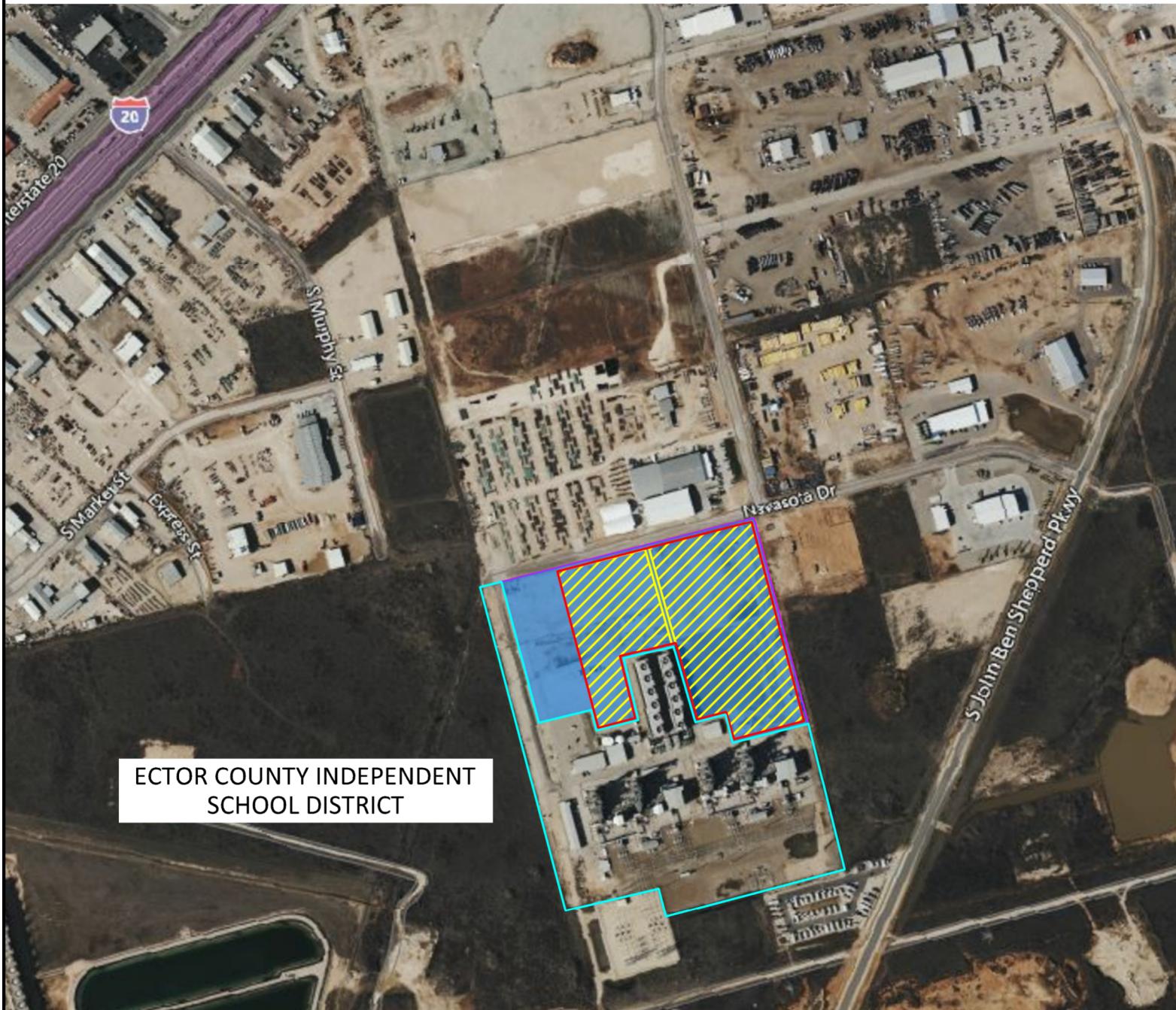
LEGEND

- REINVESTMENT ZONE
- PROJECT AREA
- PROJECT BOUNDARY
- COUNTY LINE
- SCHOOL DISTRICT LINE

## QUALIFIED PROPERTY & IMPROVEMENTS MAP

NOTE:  
LINES DEPICTED HEREON ARE APPROXIMATE  
AND HAVE NOT BEEN VERIFIED IN THE FIELD

TEXAS STATE PLANE GRID NORTH  
CENTRAL ZONE



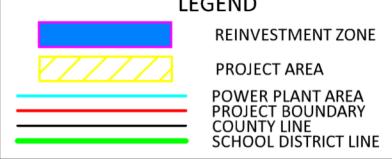
## ECTOR COUNTY INDEPENDENT SCHOOL DISTRICT

**JOB NUMBER:** 1021065191  
**DATE:** APRIL-2022  
**SCALE:** 1"=300'  
**SURVEYOR:** C.GARZA  
**TECHNICIAN:** K.PERRY  
**DRAWING:** IMPROVEMENTS\_MAP  
**TRACT ID:** N/A  
**PARTYCHIEF:** N/A  
**FIELDBOOKS:** N/A

PATH:\\SAMINC\\AUS\\PROJECTS\\1021065191\\100\\SURVEY\\03EXHIBITS\\IMPROVEMENTS MAP B WITH POWER PLANT.DWG



4801 SOUTHWEST PARKWAY  
BUILDING TWO, SUITE 100  
AUSTIN, TEXAS 78735  
(512) 447-0575  
FAX: (512) 326-3029  
EMAIL: SAM@SAMINC.BIZ  
TEXAS FIRM REGISTRATION  
NO. 10064300  
WWW.SAM.BIZ



**Schedule B: Estimated Market And Taxable Value (of Qualified Property Only)**

**4/19/2022**

**Quail Run Carbon, LLC  
Ector County ISD**

**1701-ectorcounty-quailruncarbon-amendment001-04202022**

**Form 50-296A**

Revised October 2020

Date

Applicant Name

ISD Name

	Year	School Year (YYYY-YYYY)	Tax Year (Fill in actual tax year) YYYY	Qualified Property			Estimated Taxable Value		
				Estimated Market Value of Land	Estimated Total Market Value of new buildings or other new improvements	Estimated Total Market Value of tangible personal property in the new buildings or "in or on the new improvements"	Market Value less any exemptions (such as pollution control) and before limitation	Final taxable value for I&S after all reductions	Final taxable value for M&O after all reductions
Each year prior to start of Value Limitation Period <i>Insert as many rows as necessary</i>	0	2023-2024	2023		0	38,695,000	38,695,000	38,695,000	38,695,000
Value Limitation Period	1	2024-2025	2024	0	2,437,500	438,596,000	419,103,700	419,103,700	30,000,000
	2	2025-2026	2025	0	2,376,560	407,894,280	389,876,126	389,876,126	30,000,000
	3	2026-2027	2026	0	2,317,150	379,341,680	362,691,746	362,691,746	30,000,000
	4	2027-2028	2027	0	2,259,220	352,787,763	337,407,595	337,407,595	30,000,000
	5	2028-2029	2028	0	2,202,740	328,092,619	313,890,728	313,890,728	30,000,000
	6	2029-2030	2029	0	2,147,670	305,126,136	292,017,499	292,017,499	30,000,000
	7	2030-2031	2030	0	2,093,980	283,767,306	271,672,921	271,672,921	30,000,000
	8	2031-2032	2031	0	2,041,630	263,903,595	252,750,045	252,750,045	30,000,000
	9	2032-2033	2032	0	1,990,590	245,430,343	235,149,416	235,149,416	30,000,000
	10	2033-2034	2033	0	1,940,830	228,250,219	218,778,538	218,778,538	30,000,000
Continue to maintain viable presence	11	2034-2035	2034	0	1,892,310	212,272,704	203,551,379	203,551,379	203,551,379
	12	2035-2036	2035	0	1,845,000	197,413,615	189,387,934	189,387,934	189,387,934
	13	2036-2037	2036	0	1,798,880	183,594,662	176,213,809	176,213,809	176,213,809
	14	2037-2038	2037	0	1,753,910	170,743,035	163,959,794	163,959,794	163,959,794
	15	2038-2039	2038	0	1,710,060	158,791,023	152,561,532	152,561,532	152,561,532
Additional years for 25 year economic impact as required by 313.026(c)(1)	16	2039-2040	2039	0	1,667,310	147,675,651	141,959,179	141,959,179	141,959,179
	17	2040-2041	2040	0	1,625,630	137,338,356	132,097,068	132,097,068	132,097,068
	18	2041-2042	2041	0	1,584,990	127,724,671	122,923,427	122,923,427	122,923,427
	19	2042-2043	2042	0	1,545,370	118,783,944	114,390,117	114,390,117	114,390,117
	20	2043-2044	2043	0	1,506,740	110,469,068	106,452,354	106,452,354	106,452,354
	21	2044-2045	2044	0	1,469,070	102,736,233	99,068,491	99,068,491	99,068,491
	22	2045-2046	2045	0	1,432,340	95,544,697	92,199,802	92,199,802	92,199,802
	23	2046-2047	2046	0	1,396,530	88,856,568	85,810,270	85,810,270	85,810,270
	24	2047-2048	2047	0	1,361,620	82,636,608	79,866,398	79,866,398	79,866,398
	25	2048-2049	2048	0	1,327,580	76,852,046	74,337,023	74,337,023	74,337,023

Notes: Market value in future years is good faith estimate of future taxable value for the purposes of property taxation.

Only include market value for eligible property on this schedule.

## Texas Comptroller of Public Accounts

Data Analysis and  
Transparency  
Form 50-296-A

## SECTION 16: Authorized Signatures and Applicant Certification

After the application and schedules are complete, an authorized representative from the school district and the business should review the application documents and complete this authorization page. Attach the completed authorization page in **Tab 17**.

**NOTE:** If you amend your application, you will need to obtain new signatures and resubmit this page, Section 16, with the amendment request.

**1. Authorized School District Representative Signature**

I am the authorized representative for the school district to which this application is being submitted. I understand that this application is a government record as defined in Chapter 37 of the Texas Penal Code.

print  
hereDr. Scott Muir  
Print Name (Authorized School District Representative)sign  
here
  
Signature (Authorized School District Representative)

Superintendent

Title

4-25-22  
Date**2. Authorized Company Representative (Applicant) Signature and Notarization**

I am the authorized representative for the business entity for the purpose of filing this application. I understand that this application is a government record as defined in Chapter 37 of the Texas Penal Code. The information contained in this application and schedules is true and correct to the best of my knowledge and belief.

I hereby certify and affirm that the business entity I represent is in good standing under the laws of the state in which the business entity was organized and that no delinquent taxes are owed to the State of Texas.

print  
hereHimanshu Saxena  
Print Name (Authorized Company Representative (Applicant))sign  
here
  
Signature (Authorized Company Representative (Applicant))

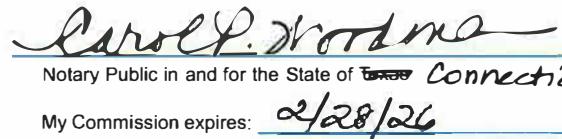
Chief Executive Officer

Title

4-20-2022  
Date

GIVEN under my hand and seal of office this, the

20th day of April 2022

  
Notary Public in and for the State of ~~CT~~ Connecticut  
My Commission expires: 02/28/26

If you make a false statement on this application, you could be found guilty of a Class A misdemeanor or a state jail felony under Texas Penal Code Section 37.10.