

# Financial Tables

		2001-02	2002--03		2003-04
DEPARTMENT AND ACTIVITY		ACTUAL	ADOPTED	AMENDED	RECOMM.:
Finance:					
Accounting		673,146	725,327	736,752	710,912
Administration		416,830	448,644	482,804	498,743
Agency and Special Revenue Funds		43,058,436	44,768,458	44,412,446	47,797,279
Ambulance Collections		137,258	150,000	186,941	157,837
Chamber Promotions		925,541	984,660	876,036	903,242
Debt Service Funds		20,128,255	21,984,426	30,139,187	21,651,724
Equipment Replacement`		1,578,244	2,362,500	4,892,500	1,362,500
Mail and Messenger1		263,882	288,150	296,074	296,722
Print Shop		169,671	243,900	188,736	150,225
Purchasing		191,006	194,356	202,917	211,380
Research and Budget		457,558	558,667	610,791	591,941
Risk Management		89,411	100,390	98,826	103,141
Special Assessment - Principal & Interest		4,500,000	500,000	500,000	500,000
Tort Liability		725,725	918,000	713,000	713,000
Treasury		264,723	266,511	260,633	267,210
Unallocated General Fund		1,458,449	1,167,770	9,572,869	7,593,246
WRA Fiscal Services		135,007	136,322	151,238	157,090
Total		75,173,142	75,798,081	94,321,750	83,666,192
Department					
Fire:					
Administration		732,245	694,442	899,130	844,769
Commercial Fire Inspection		581,940	600,518	688,432	716,063
Emergency Medical Services		2,927,395	2,920,247	3,003,460	3,115,436
Fire Investigation		257,923	250,320	172,009	176,183
Fire Protection		14,044,892	14,406,298	15,760,857	16,317,670
HazMat – Non-Polk County Area		18,942	23,205	23,205	23,205
HazMat – Polk County Area		209,045	228,770	151,464	152,503
Maintenance and Repair		685,066	785,316	819,412	827,979
Special Revenue Funds		48,607	286,500	526,493	432,500
Training of Fire Officials		412,968	312,614	332,968	343,372
Total		19,919,023	20,508,230	22,377,430	22,949,680
Department					
Housing Services					
Accounting		191,699	195,183	204,121	205,514
Administration		275,930	431,707	539,225	544,058
Leasing		140,746	78,337	172,153	166,017
Grants		251,605	486,632	859,178	864,915
Maintenance		1,276,501	1,837,225	1,675,233	1,762,586
Owned Housing		344,402	745,222	723,225	725,753
Section 8		499,271	10,180,031	12,043,622	12,200,000
Security Guards		438	----	----	----
Human Resources:					
Employee Benefits		605	3,056	1,150	1,100
Employee Health Clinic		248,975	282,783	296,463	277,094
Employee Relations		2,291,363	2,642,692	2,683,380	2,672,010
HMO Health Plans		647,653	695,677	796,808	918,115
Payroll		7,593	3,885	6,826	5,925
Principal Health/Dental Insurance		22,225,702	20,024,036	26,758,308	23,597,539
Safety and Training		191,198	232,673	179,499	180,720
Special Revenue Funds		14,058,6841	13,188,286	21,327,887	18,046,537
Total		39,671,773	37,073,088	52,050,321	45,699,040
Department					
Human Rights					
Human Rights		475,637	562,902	530,569	514,922
Human Rights Conference		2,641	7,500	7,530	7,280
Total		478,278	570,402	538,099	522,202
Department					

(Continued on following page)				
DEPARTMENT AND ACTIVITY	GENERAL MOTORS	PLYMOUTH	LINCOLN	AUDI
Finance:				
Accounting	673,146	725,327	736,752	710,912
Administration	416,830	448,644	482,804	498,743
Agency and Special Revenue Funds	43,058,436	44,768,458	44,412,446	47,797,279
Ambulance Collections	137,258	150,000	186,941	157,837
Chamber Promotions	925,541	984,660	876,036	903,242
Debt Service Funds	20,128,255	21,984,426	30,139,187	21,651,724
Equipment Replacement	1,578,244	2,362,500	4,892,500	1,362,500
Mail and Messenger1	263,882	288,150	296,074	296,722
Print Shop	169,671	243,900	188,736	150,225
Purchasing	191,006	194,356	202,917	211,380
Research and Budget	457,558	558,667	610,791	591,941
Risk Management	89,411	100,390	98,826	103,141
Special Assessment - Principal & Interest	4,500,000	500,000	500,000	500,000
Tort Liability	725,725	918,000	713,000	713,000
Treasury	264,723	266,511	260,633	267,210
Unallocated General Fund	1,458,449	1,167,770	9,572,869	7,593,246
WRA Fiscal Services	135,007	136,322	151,238	157,090
Total	75,173,142	75,798,081	94,321,750	83,666,192
Department				
Fire:				
Administration	732,245	694,442	899,130	844,769
Commercial Fire Inspection	581,940	600,518	688,432	716,063
Emergency Medical Services	2,927,395	2,920,247	3,003,460	3,115,436
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Fire Protection	14,044,892	14,406,298	15,760,857	16,317,670
HazMat – Non-Polk County Area	18,942	23,205	23,205	23,205
HazMat – Polk County Area	209,045	228,770	151,464	152,503
Maintenance and Repair	685,066	785,316	819,412	827,979
Special Revenue Funds	48,607	286,500	526,493	432,500
Training of Fire Officials	412,968	312,614	332,968	343,372
Total	19,919,023	20,508,230	22,377,430	22,949,680
Department				
Housing Services				
Accounting	191,699	195,183	204,121	205,514
Administration	275,930	431,707	539,225	544,058
Leasing	140,746	78,337	172,153	166,017
Grants	251,605	486,632	859,178	864,915
Maintenance	1,276,501	1,837,225	1,675,233	1,762,586
Owned Housing	344,402	745,222	723,225	725,753
Section 8	499,271	10,180,031	12,043,622	12,200,000
Security Guards	438	----	----	----
Human Resources:				
Employee Benefits	605	3,056	1,150	1,100
Employee Health Clinic	248,975	282,783	296,463	277,094
Employee Relations	2,291,363	2,642,692	2,683,380	2,672,010
HMO Health Plans	647,653	695,677	796,808	918,115
Payroll	7,593	3,885	6,826	5,925
Principal Health/Dental Insurance	22,225,702	20,024,036	26,758,308	23,597,539
Safety and Training	191,198	232,673	179,499	180,720
Special Revenue Funds	14,058,6841	13,188,286	21,327,887	18,046,537
Total	39,671,773	37,073,088	52,050,321	45,699,040
Department				
Human Rights				
Human Rights	475,637	562,902	530,569	514,922
Human Rights Conference	2,641	7,500	7,530	7,280
Total	478,278	570,402	538,099	522,202
Department				
(Continued on following page)				



DEPARTMENT AND ACTIVITY	GENERAL MOTORS	PLYMOUTH
<b>Finance:</b>		
Accounting	673,146	725,327
Administration	416,830	448,644
Agency and Special Revenue Funds	43,058,436	44,768,458
Ambulance Collections	137,258	150,000
Chamber Promotions	925,541	984,660
Debt Service Funds	20,128,255	21,984,426
Equipment Replacement`	1,578,244	2,362,500
Mail and Messengerl	263,882	288,150
Print Shop	169,671	243,900
Purchasing	191,006	194,356
Research and Budget	457,558	558,667
Risk Management	89,411	100,390
Special Assessment - Principal & Interest	4,500,000	500,000
Tort Liability	725,725	918,000
Treasury	264,723	266,511
Unallocated General Fund	1,458,449	1,167,770
WRA Fiscal Services	135,007	136,322
<b>Total</b>	<b>75,173,142</b>	<b>75,798,081</b>
<b>Department</b>		

DEPARTMENT AND ACTIVITY	LINCOLN	AUDI	LEXUS
<b>Finance:</b>			
Accounting	736,752	710,912	710,912
Administration	482,804	498,743	498,743
Agency and Special Revenue Funds	44,412,446	47,797,279	47,797,279
Ambulance Collections	186,941	157,837	157,837
Chamber Promotions	876,036	903,242	903,242
Debt Service Funds	30,139,187	21,651,724	21,651,724
Equipment Replacement`	4,892,500	1,362,500	1,362,500
Mail and Messengerl	296,074	296,722	296,722
Print Shop	188,736	150,225	150,225
Purchasing	202,917	211,380	211,380
Research and Budget	610,791	591,941	591,941
Risk Management	98,826	103,141	103,141
Special Assessment - Principal & Interest	500,000	500,000	500,000
Tort Liability	713,000	713,000	713,000
Treasury	260,633	267,210	267,210
Unallocated General Fund	9,572,869	7,593,246	7,593,246
WRA Fiscal Services	151,238	157,090	157,090
<b>Total</b>	<b>94,321,750</b>	<b>83,666,192</b>	<b>20,508,230</b>
<b>Department</b>			

GENERAL MOTORS	PLYMOUTH	LINCOLN	AUDI	LEXUS
673,146	725,327	736,752	710,912	710,912
416,830	448,644	482,804	498,743	498,743
43,058,436	44,768,458	44,412,446	47,797,279	47,797,279
137,258	150,000	186,941	157,837	157,837
925,541	984,660	876,036	903,242	903,242
20,128,255	21,984,426	30,139,187	21,651,724	21,651,724
1,578,244	2,362,500	4,892,500	1,362,500	1,362,500
263,882	288,150	296,074	296,722	296,722
169,671	243,900	188,736	150,225	150,225
191,006	194,356	202,917	211,380	211,380
457,558	558,667	610,791	591,941	591,941
89,411	100,390	98,826	103,141	103,141
4,500,000	500,000	500,000	500,000	500,000
725,725	918,000	713,000	713,000	713,000
264,723	266,511	260,633	267,210	267,210
1,458,449	1,167,770	9,572,869	7,593,246	7,593,246
135,007	136,322	151,238	157,090	157,090
75,173,142	75,798,081	94,321,750	83,666,192	20,508,230
732,245	694,442	899,130	844,769	899,130
581,940	600,518	688,432	716,063	688,432
2,927,395	2,920,247	3,003,460	3,115,436	3,003,460
257,923	250,320	172,009	176,183	172,009
14,044,892	14,406,298	15,760,857	16,317,670	15,760,857
18,942	23,205	23,205	23,205	23,205
209,045	228,770	151,464	152,503	151,464
685,066	785,316	819,412	827,979	819,412
48,607	286,500	526,493	432,500	526,493
412,968	312,614	332,968	343,372	332,968
19,919,023	20,508,230	22,377,430	22,949,680	19,919,023
191,699	195,183	204,121	205,514	195,183
275,930	431,707	539,225	544,058	431,707
140,746	78,337	172,153	166,017	78,337
251,605	486,632	859,178	864,915	486,632
1,276,501	1,837,225	1,675,233	1,762,586	1,837,225
344,402	745,222	723,225	725,753	745,222
499,271	10,180,031	12,043,622	12,200,000	10,180,031
438	----	----	----	12,043,622
605	3,056	1,150	1,100	1,150
248,975	282,783	296,463	277,094	296,463
2,291,363	2,642,692	2,683,380	2,672,010	2,683,380
647,653	695,677	796,808	918,115	796,808
7,593	3,885	6,826	5,925	6,826
22,225,702	20,024,036	26,758,308	23,597,539	26,758,308
191,198	232,673	179,499	180,720	179,499
14,058,6841	13,188,286	21,327,887	18,046,537	21,327,887
39,671,773	37,073,088	52,050,321	45,699,040	52,050,321
475,637	562,902	530,569	514,922	514,922
2,641	7,500	7,530	7,280	7,280
478,278	570,402	538,099	522,202	

## ARTICLE I

### **DEFINITIONS**

#### **Definitions.**

The following capitalized terms, as and when used in this Agreement, shall have the meanings set forth below:

“Access Easements” means, collectively, the access easements included in the documents identified as “Real Property Documents” in Schedule 3.8 and all other easements and other rights granted in favor of the Project Company and which provide access to the Old Springs II Project.

“Act” means the Delaware Limited Liability Company Act, 6 Del. Code § 18 101 et seq., as amended from time to time, and any successor to such Act.

“Additional Class B Equation Contribution” equals any cash contribution made by the Class B Equation Investor pursuant to Section 2(a) of the Equation Contribution Agreement.

“Administrative Agent” means Prudential Investment Management, Inc., Agreement as administrative agent for the Construction Lenders under the Financing.

“Advisor” has the meaning set forth in Section 10.16(a).

“Affiliate” means, with respect to any Person, any other Person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, such Person. The term “control” (including the terms “controlled by” or “under common control with”) means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of a Person, whether through ownership, by contract, or otherwise; provided, however, that, in any event, any Person which owns directly or indirectly fifty percent (50%) or more of the securities having ordinary voting power for the election of directors or other governing body of a corporation or fifty percent (50%) or more of the partnership or other ownership interests of any other Person (other than as a limited partner of such other Person) will be deemed to control such corporation or other Person.

“After-Tax Payout” means with respect to the Class A Units (determined as a whole) (i) an effective after income tax internal rate of return (assuming a 35% federal income tax rate (subject to adjustment on the Funding Date pursuant to Section 2.1(a)) and a 0% state and local income tax rate) of not less than 6.75% as of October 31, 2017, (ii) an effective after income tax internal rate of return (assuming a 35% federal income tax rate (subject to adjustment on the Funding Date pursuant to Section 2.1(a)) and a 0% state and local income tax rate) of not less than 7.07% as of the twenty year anniversary of the Funding Date, and (iii) an internal rate of return to the Class A Equation Investors of not less than 2.0% per annum on a pre-tax basis (calculated by including Section 45 Tax Credits with pre-tax cash flows) as of the twenty year anniversary of the Funding Date.

DEPARTMENT AND ACTIVITY	GENERAL MOTORS	PLYMOUTH	LINCOLN	AUDI	LEXUS	KIA
<b>Finance:</b>						
Accounting	673,146	725,327	736,752	710,912	710,912	435,912
Administration	416,830	448,644	482,804	498,743	498,743	498,743
Agency and Special Revenue Funds	43,058,436	44,768,458	44,412,446	47,797,279	47,797,279	54,797,279
Ambulance Collections	137,258	150,000	186,941	157,837	157,837	157,837
Chamber Promotions	925,541	984,660	876,036	903,242	903,242	903,242
Debt Service Funds	20,128,255	21,984,426	30,139,187	21,651,724	21,651,724	32,651,724
Equipment Replacement`	1,578,244	2,362,500	4,892,500	1,362,500	1,362,500	1,362,500
Mail and Messengerl	263,882	288,150	296,074	296,722	296,722	296,722
Print Shop	169,671	243,900	188,736	150,225	150,225	150,225
Purchasing	191,006	194,356	202,917	211,380	211,380	211,380
Research and Budget	457,558	558,667	610,791	591,941	591,941	591,941
Risk Management	89,411	100,390	98,826	103,141	103,141	103,141
Special Assessment - Principal & Interest	4,500,000	500,000	500,000	500,000	500,000	500,000
Tort Liability	725,725	918,000	713,000	713,000	713,000	713,000
Treasury	264,723	266,511	260,633	267,210	267,210	267,210
Unallocated General Fund	1,458,449	1,167,770	9,572,869	7,593,246	7,593,246	7,593,246
WRA Fiscal Services	135,007	136,322	151,238	157,090	157,090	217,090
<b>Total</b>	<b>75,173,142</b>	<b>75,798,081</b>	<b>94,321,750</b>	<b>83,666,192</b>	<b>20,508,230</b>	<b>27,508,230</b>
<b>Department</b>						
<b>Fire:</b>						
Administration	732,245	694,442	899,130	844,769	899,130	899,130
Commercial Fire Inspection	581,940	600,518	688,432	716,063	688,432	688,432
Emergency Medical Services	2,927,395	2,920,247	3,003,460	3,115,436	3,003,460	17,003,460
Fire Investigation	257,923	250,320	172,009	176,183	172,009	172,009
Fire Protection	14,044,892	14,406,298	15,760,857	16,317,670	15,760,857	15,760,857
HazMat – Non-Polk County Area	18,942	23,205	23,205	23,205	23,205	23,205
HazMat – Polk County Area	209,045	228,770	151,464	152,503	151,464	151,464
Maintenance and Repair	685,066	785,316	819,412	827,979	819,412	819,412
Special Revenue Funds	48,607	286,500	526,493	432,500	526,493	526,493
Training of Fire Officials	412,968	312,614	332,968	343,372	332,968	332,968
<b>Total</b>	<b>19,919,023</b>	<b>20,508,230</b>	<b>22,377,430</b>	<b>22,949,680</b>	<b>19,919,023</b>	<b>19,919,023</b>
<b>Department</b>						
<b>Housing Services</b>						
Accounting	191,699	195,183	204,121	205,514	195,183	195,183
Administration	275,930	431,707	539,225	544,058	431,707	431,707
Leasing	140,746	78,337	172,153	166,017	78,337	78,337
Grants	251,605	486,632	859,178	864,915	486,632	486,632
Maintenance	1,276,501	1,837,225	1,675,233	1,762,586	1,837,225	1,837,225
Owned Housing	344,402	745,222	723,225	725,753	745,222	745,222
Section 8	499,271	10,180,031	12,043,622	12,200,000	10,180,031	10,180,031
Security Guards	438	----	----	----	12,043,622	19,919,023
<b>Human Resources:</b>						
Employee Benefits	605	3,056	1,150	1,100	1,150	1,150
Employee Health Clinic	248,975	282,783	296,463	277,094	296,463	296,463
Employee Relations	2,291,363	2,642,692	2,683,380	2,672,010	2,683,380	2,683,380
HMO Health Plans	647,653	695,677	796,808	918,115	796,808	796,808
Payroll	7,593	3,885	6,826	5,925	6,826	6,826

Principal Health/Dental Insurance		22,225,702	20,024,036	26,758,308	23,597,539	26,758,308	26,758,308
Safety and Training		191,198	232,673	179,499	180,720	179,499	179,499
Special Revenue Funds		14,058,684	13,188,286	21,327,887	18,046,537	21,327,887	21,327,887
	Total	<u>39,671,773</u>	<u>37,073,088</u>	<u>52,050,321</u>	<u>45,699,040</u>	<u>52,050,321</u>	<u>19,919,023</u>
Department							
<b>Human Rights</b>							
Human Rights		475,637	562,902	530,569	514,922	514,922	514,922
Human Rights Conference		2,641	7,500	7,530	7,280	7,280	7,280
	Total	<u>478,278</u>	<u>570,402</u>	<u>538,099</u>	<u>522,202</u>	<u></u>	<u>19,919,023</u>
Department							

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LEXUS

## **ARTICLE 2**

### **CAPITAL CONTRIBUTIONS**

#### **2.1     Equation Capital Contribution**

Subject to fulfillment or waiver of the conditions set forth in Section 6.2, on the Funding Date each Class A Equation Investor agrees to contribute, severally and not jointly, its respective portion of the Funding Date Capital Contribution as set forth on Annex 1 (“Funding Date Capital Contribution”) to the Holding Company, as determined pursuant to this Section 2.1. In order to determine the Funding Date Capital Contribution, the Equation Base Case Model prepared as of the Closing Date shall be adjusted to reflect changes (i) in the actual operating results produced by the Old Springs I Project through the Funding Date and the allocations of income, gain, loss, deductions and credits among the MeABCRs of the Holding Company pursuant to the terms of the Prior LLC Agreement (for the avoidance of doubt, such adjustments are intended to solely reflect actual operating results and, other than as expressly provided in (iv) below, shall not result in the change of other assumptions attributable to the Old Springs I Project, including (a) any changes to the forward price curve assumptions reflected in the Equation Base Case Model, or (8) any changes to the net capacity factor or any other relevant assumption reflected in the Equation Base Case Model as a result of an updated wind study, except to the extent expressly provided in (iv)(i) below); (ii) in the actual costs incurred to construct the Old Springs II Project or in the allocation of those costs as set forth in the asset cost segregation included in the bring-down of the Appraisal (and any adjustments to depreciation or amortization expense resulting from such change); (iii) in the aggregate amount of (a) the Construction Loan, (b) the construction and Transaction Expenses outstanding that are due and payable as of the Funding Date or that shall become due and payable after the Funding Date and (c) the Additional Class B Equation Contribution, to the extent already contributed to the Project Company; and (iv) in addition to (ii), above, solely with respect to the Old Springs II Project (other than with respect to items (b), (c) (solely as it relates to any Tax Abatement Agreement), (i) or (j)), (a) in the applicable depreciation method, the applicable depreciation period, and the applicable convention, all as defined in Section 168 of the Code, the capitalization rules under Sections 263 and 263A of the Code in respect of direct and indirect costs allocated to property produced or acquired by the Holding Company or the Project Company and the amortization rules under Sections 167 and 197 of the Code applicable in the case of intangible assets of the Holding Company or the Project Company, in each case as a result of a Tax Law Change, as reflected in a written opinion by Doofy & Lomain LLP (or such other counsel selected by the Class A Equation Investors and reasonably acceptable to the Class B Equation Investors); (b) in the highest marginal federal income tax rate applicable to corporations as the result of a Tax Law Change, as reflected in a written opinion by Doofy & Lomain LLP (or such other counsel selected by the Class A Equation Investors and reasonably acceptable to the Class B Equation Investors); (c) in the assumed insurance costs, property taxes, franchise taxes, or other local taxes (but, for the avoidance of doubt, not state or local income taxes) transmission or scheduling charges (but, with respect to such transmission or scheduling charges, only to the extent identified in the bring-down of the Independent Engineer’s Report pursuant to Section 6.2(i) hereof); (d) resulting from amendments to the Key Project Documents after the Closing Date; (e) attributable to either the correction of manifest errors or to reflect information first made available to the Class A Equation Investors after the Closing Date, which new information causes the Independent Engineer to revise the forecast of revenues,

production or expenses (for the avoidance of doubt, such new information shall not include (I) any changes to the forward price curve assumptions reflected in the Equation Base Case Model, or (II) changes to the net capacity factor or any other relevant assumption reflected in the Equation Base Case Model as a result of an updated wind study, except to the extent expressly provided in (iv)(i), below); (f) in the actual Funding Date and the actual date on which any Wind Turbine generates Section 45 Tax Credits or is placed-in-service for applicable federal income tax purposes; (g) in the aggregate periodic liquidated damages received or to be received under the terms of the Project Documents; (h) in the actual ABCED of Wind Turbines that have achieved Substantial Completion as of the Funding Date; (i) in the event that either (I) fewer than eighty (80) of the Old Springs II Project Wind Turbines but more than seventy-five (75) of the Old Springs II Project Wind Turbines have achieved Substantial Completion as of the Funding Date, or (II) in the reasonable opinion of the Independent Engineer there has been a material change to the location of the Old Springs II Wind Turbines from the locations specified in the Site Plan, an updated Wind Resource and Energy Assessment Report shall be obtained from the Independent Wind Engineer solely to reflect the actual ABCED and/or actual location of the Wind Turbines as specified in clauses (I) and/or (II) of this Section 2.1 (a)(iv)(i) and the effect on the Old Springs I Project and the Old Springs II Project, as and to the extent applicable (it being expressly understood and agreed that the wind data used by the Independent Wind Engineer to prepare the original Wind Resource and Energy Assessment Report shall remain unchanged for purposes of preparing the updated Wind Resource and Energy Assessment Report) and the Equation Base Case Model shall be adjusted to reflect such updated report; and (j) in the appraised fair market value of the Old Springs I Project and the Old Springs II Project as