

**AUTHORIZING CHANGE IN PROJECT BENEFICIARY
CP NEW BREMEN TWO LLC PROJECT
(FORMERLY CLEARPATH ENERGY (FARNEY) LLC PROJECT)**

A regular meeting of County of Lewis Industrial Development Agency (the “Agency”) was convened in public session at the Lewis County Jefferson Community College Education Center located at 7395 East Road in the Town of Lowville, Lewis County, New York on December 1, 2022 at 8:15 o’clock a.m., local time.

The meeting was called to order by the (Vice) Chair of the Agency and, upon roll being called, the following members of the Agency were:

PRESENT:

| | |
|------------------|------------|
| Joe Lawrence | Chair |
| Gagan Singh | Vice Chair |
| Jessica L. Moser | Member |
| Herb Frost | Member |
| Tom Gillette | Member |
| McKenzie Lehman | Member |
| Darlene Rowsam | Member |

ABSENT:

None

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

| | |
|----------------------|--|
| Brittany Davis | Executive Director of Economic Development |
| Cheyenne Steria | Director of Finance and Incentives |
| Kevin McArdle, Esq. | Agency Counsel |
| Nadene Zeigler, Esq. | Special Agency Counsel |

The following resolution was offered by Herb Frost, seconded by McKenzie Lehman, to wit:

Resolution No. 1222-03__

RESOLUTION AUTHORIZING THE DESIGNATION OF CP NEW BREMEN TWO
LLC AS THE PROJECT BENEFICIARY WITH RESPECT TO THE CLEARPATH
ENERGY (FARNEY) LLC PROJECT.

WHEREAS, County of Lewis Industrial Development Agency (the “Agency”) is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the “Enabling Act”) and Chapter 62 of the 1973 Laws of New York, as amended, constituting Section 902-a of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the “Act”) to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of commercial, manufacturing and industrial facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general

prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct and install one or more “projects” (as defined in the Act) or to cause said projects to be acquired, constructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, in June, 2021, ClearPath Energy LLC, a Delaware State limited liability company (the “Original Company”), submitted an application (the “Application”) to the Agency, a copy of which Application is on file at the office of the Agency, which Application requested that the Agency consider undertaking a project (the “Project”) for the benefit of the Original Company, said Project consisting of the following: (A) (1) the acquisition of an interest in an approximately 29.3 acre portion of approximately 164.90 acres of land located at 7214 Brewery Road (tax map no. 147.00-02-06.110) and 7194 Brewery Road (tax map no. 147.00-02-05.110) in the Town of New Bremen, Lewis County, New York (collectively, the “Land”), (2) the construction on the Land of an approximately 3 MW-AC ground-mounted solar energy generating facility, related access, security and utility infrastructure (collectively, the “Facility”) and (3) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other personal property (the “Equipment”), all of the foregoing to constitute a solar energy generating facility to be owned and operated by the Company (the Land, Facility and the Equipment being collectively referred to as the “Project Facility”); (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real property taxes, real estate transfer taxes and mortgage recording taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Original Company or such other person as may be designated by the Original Company and agreed upon by the Agency; and

WHEREAS, pursuant to the authorization contained in a resolution adopted by the members of the Agency on July 1, 2021 (the “Public Hearing Resolution”), the Executive Director of the Agency (A) caused notice of a public hearing of the Agency pursuant to Section 859-a of the Act (the “Public Hearing”) to hear all persons interested in the Project and the Financial Assistance being contemplated by the Agency with respect to the Project, to be mailed on July 12, 2021 to the chief executive officers of the county and of each city, town, village and school district in which the Project is to be located, (B) caused notice of the Public Hearing to be posted on July 14, 2021 on a public bulletin board located at 8420 State Route 812 in the Town of Bremen, Lewis County, New York, and on the Agency’s website, (C) caused notice of the Public Hearing to be published on July 14, 2021 in the Watertown Daily Times, a newspaper of general circulation available to the residents of Town of New Bremen, New York, (D) conducted the Public Hearing on July 26, 2021 at 2:00 o’clock p.m., local time at Town of New Bremen Municipal Offices located at 8420 State Route 812 in the Town of New Bremen, Lewis County, New York, and (E) prepared a report of the Public Hearing (the “Public Hearing Report”) fairly summarizing the views presented at such Public Hearing and caused copies of said Public Hearing Report to be made available to the members of the Agency; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the “SEQR Act”) and the regulations (the “Regulations”) adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, “SEQRA”), by resolution adopted by the members of the Agency on July 1, 2021 (the “SEQR Resolution”), the Agency (A) concurred in the determination that the Town of New Bremen Town Board (the “Town Board”) was designated to act as “lead agency” with respect to the Project, and (B) acknowledged receipt from the Town Board of a Determination of Non-Significance dated December 18, 2020 (the “Negative Declaration”) determining that the acquisition, construction and

installation of the Project Facility would not have a significant adverse environmental impact, and therefore, that an environmental impact statement need not be prepared with respect to the Project; and

WHEREAS, by further resolution adopted by the members of the Agency on September 2, 2021 (the "Approving Resolution"), the Agency determined to grant the Financial Assistance and to enter into a lease agreement (the "Lease Agreement") between the Agency and the Original Company and certain other documents related thereto and to the Project (collectively with the Lease Agreement, the "Basic Documents"); and

WHEREAS, pursuant to correspondence attached hereto as Exhibit A, special counsel to the Agency was notified that the Original Company desires to designate CP New Bremen Two LLC, a Delaware State limited liability company, as the Company, and not the Original Company, as the Project beneficiary in the Basic Documents;

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF COUNTY OF LEWIS INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:

Section 1. The Agency hereby agrees to authorize the designation of Company as the Project beneficiary in the Basic Documents.

Section 2. This Resolution shall take effect immediately.

The question of the adoption of the foregoing Resolution was duly put to a vote on roll call, which resulted as follows:

| | | |
|------------------|--------|---------|
| Joe Lawrence | VOTING | YES |
| Gagan Singh | VOTING | EXCUSED |
| Jessica L. Moser | VOTING | YES |
| Herb Frost | VOTING | YES |
| Tom Gillette | VOTING | YES |
| McKenzie Lehman | VOTING | YES |
| Darlene Rowsam | VOTING | YES |

The foregoing resolution was thereupon declared duly adopted.


STATE OF NEW YORK)
) SS.:
COUNTY OF LEWIS)

I, the undersigned Authorized Representative of County of Lewis Industrial Development Agency (the "Agency"), do hereby certify that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the resolution contained therein, held on December 1, 2022 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such resolution set forth therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present throughout said meeting.

I FURTHER CERTIFY that, as of the date hereof, the attached Resolution is in full force and effect and has not been amended, repealed or rescinded.

15th IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this day of December, 2022.



Authorized Representative

EXHIBIT A
CORRESPONDENCE
- SEE ATTACHED -

Zeigler, Nadene E.

From: John P. Sidd <jsidd@hancocklaw.com>
Sent: Friday, November 18, 2022 8:32 AM
To: Zeigler, Nadene E.
Cc: Canada, Christopher C.
Subject: County of Lewis - ClearPath Energy LLC - Farney Project
Attachments: Project Description (H4940421x7A869).docx; Legal Description (H4940354x7A869).docx; Exhibits to Company Certificate (H4939189x7A869).pdf

External Email - Use Caution

Farney Project

Nadene,

My client is finally ready to proceed with closing. Attached please find:

1. Legal description
2. Revised Project Description for all documents consistent with the public hearing notice
3. Exhibits to the Company Certificate. As you will see, ClearPath Energy LLC created a single member LLC (CP NEW BREMEN TWO LLC) to own and operate this Project. The good standing is a year old, we can get a new one for closing if needed.

Thank you.

John P. Sidd, Esq.
Hancock Estabrook, LLP

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EXHIBIT A
ARTICLES OF ORGANIZATION OF THE COMPANY

Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "CP NEW BREMEN TWO LLC", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF OCTOBER, A.D. 2020, AT 9:45 O`CLOCK A.M.



3902714 8100
SR# 20207864739

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.


Authentication: 203876367
Date: 10-16-20

STATE OF DELAWARE
CERTIFICATE OF FORMATION
OF LIMITED LIABILITY COMPANY

The undersigned authorized person, desiring to form a limited liability company pursuant to the Limited Liability Company Act of the State of Delaware, hereby certifies as follows:

1. The name of the limited liability company is CP New Bremen Two LLC

2. The Registered Office of the limited liability company in the State of Delaware is located at 251 Little Falls Drive (street), in the City of Wilmington, Zip Code 19808. The name of the Registered Agent at such address upon whom process against this limited liability company may be served is Corporation Service Company

By:  _____
Authorized Person

Name: David Khasidy
Print or Type

State of Delaware
Secretary of State
Division of Corporations
Delivered 09:45 AM 10/16/2020
FILED 09:45 AM 10/16/2020
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