

**AUTHORIZING CHANGE IN PROJECT BENEFICIARY
CP NEW BREMEN ONE LLC PROJECT
(FORMERLY CLEARPATH ENERGY (ZEHR) 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 Darlene Rowsam, seconded by Jessica L. Moser, to wit:

Resolution No. 1222- _01_

**RESOLUTION AUTHORIZING THE DESIGNATION OF CP NEW BREMEN ONE
LLC AS THE PROJECT BENEFICIARY WITH RESPECT TO THE CLEARPATH
ENERGY (ZEHR) 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 40.17 acre portion of an approximately 186.80 acre parcel of land located at 7057 Brewery Road (tax map no. 147.00-01-22.100) in the Town of New Bremen, Lewis County, New York (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 Original 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 Economic Development of the Agency (A) caused notice of a public hearing of the Agency (the “Public Hearing”) pursuant to Section 859-a of the Act, 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 or is to be located; (B) caused notice of the Public Hearing to be posted on July 14, 2021 on a bulletin board located at the Town of New Bremen Municipal offices located at 8420 State Route 812 in the Town of New Bremen, Lewis County, New York, as well as 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 the Town of New Bremen, Lewis County, New York; (D) conducted the Public Hearing on July 26, 2021 at 2:00 o’clock p.m., local time at the Town of New Bremen Municipal Offices located at 8420 State Route 812 in the Town of New Bremen, Lewis County, New York and on the Agency’s website; and (E) prepared a report of the Public Hearing (the “Hearing Report”) fairly summarizing the views presented at such Public Hearing and caused copies of said 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 “Planning Board”) is the “lead agency” with respect to SEQRA and (B) acknowledged receipt of a negative declaration from the Planning Board issued on December 18, 2020 (the “Negative Declaration”), in which the Planning Board determined that the Project would not have a

significant adverse environmental effect on the environment, and therefore, that an environmental 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 One 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.

1st 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 8:12 AM
To: Zeigler, Nadene E.
Cc: Canada, Christopher C.
Subject: County of Lewis - ClearPath Energy LLC - Zehr Project
Attachments: Project Description (H4940408x7A869).docx; Legal Description (H4940352x7A869).pdf; Exhibits to Company Certificate (H4939145x7A869).pdf

External Email - Use Caution

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 ONE 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

1800 AXA Tower I
100 Madison Street | Syracuse, New York 13202
Phone: 315.565.4559 | Fax: 315.565.4659 | Cell: 315.480.6319
Email: jsidd@hancocklaw.com | www.hancocklaw.com



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Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CP NEW BREMEN ONE LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIRST DAY OF NOVEMBER, A.D. 2021.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CP NEW BREMEN ONE LLC" WAS FORMED ON THE SIXTEENTH DAY OF OCTOBER, A.D. 2020.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



3902700 8300

SR# 20213666896

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.

Authentication: 204562699

Date: 11-01-21