



**Board Members Present:** Joe Lawrence, Herb Frost, Darlene Rowsam, Thomas Gillette, McKenzie Lehman, Ron Burns (8:03) and Gagan Singh (8:09)

**Others Present:** Brittany Davis, Jenna Kraeger, Cheyenne Steria, Kevin McArdle

**Others Present Virtually:** Chris Canada (Hodgson Russ)

Chairman Joseph Lawrence called the meeting to order at 8:02 am.

Chairman Lawrence read the Naturally Lewis mission statement.

### Items for Approval

8:02 – 8:20

- **The minutes for October 7, 2021 Regular Meeting** were approved upon a motion made by Darlene Rowsam and seconded by Tom Gillette. All present were in favor and motion carried.
- The LCIDA Board reviewed the **September Financial Reports** as reviewed by the Finance Committee. Report was approved upon a motion by Ron Burns and seconded by Herb Frost. All present were in favor and motion carried.
- The IDA board received requests for reassignments for the **Solitude Solar Glendale Maple Project and Flatrock Projects**. These projects both received approval for PILOT incentives from the IDA Board on May 6, 2021 and these reassignments authorize non-material changes in the Project Beneficiary.
  - A motion was made approve a resolution to authorize the **change in project beneficiary to Maple Tap Solar, LLC formerly Solitude Solar LLC - Glendale Maple Project** by Ron Burns and seconded by Herb Frost. Roll call:
    - Joe Lawrence - Aye
    - Gagan Singh - Excused
    - Thomas Gillette - Aye
    - Darlene Rowsam - Aye
    - McKenzie Lehman - Aye
    - Ron Burns - Aye
    - Herb Frost - AyeMotion carries.
  - A motion was made approve a resolution to authorize the **change in project beneficiary to Flat Rock Solar Fund, LLC formerly Solitude Solar LLC - Flatrock Project** by Darlene Rowsam and seconded by McKenzie Lehman. Roll call:
    - Joe Lawrence - Aye
    - Gagan Singh - Excused
    - Thomas Gillette - Aye
    - Darlene Rowsam - Aye
    - McKenzie Lehman - Aye
    - Ron Burns - Aye
    - Herb Frost - AyeMotion carries.
- LCIDA Staff provided background on the **Economic Development Reserve Fund** and recommended the board liquidate the remaining \$66,000 the IDA general fund for property redevelopment activities. Finance Committee discussed and recommended liquidation. A



motion to liquidate the remaining funds from the Economic Development Reserve Fund into the IDA general fund was made by Tom Gillette and seconded by Ron Burns. All present were in favor and motion carried.

- Staff updated the board on the most recent updates at the Lyons Falls Mill Site including the recent clean-up and the LCDC's plans to start marketing the property with assistance from a consultant. The Finance Committee discussed and recommended the assisting with the **Lyons Falls Site Marketing** and assisting the LCDC with the marketing expense. A motion to provide marketing assistance up to \$20,000 for the Lyons Falls Mill Site was made by Tom Gillette and seconded by Ron Burns. All present were in favor and motion carried.
- With the new addition of Herb Frost to the board, Staff recommends appointing him to the Governance Committee to fill the vacancy. A motion to **appoint Herb Frost to the IDA Governance Committee** was made by Darlene Rowsam and seconded by McKenzie Lehman. All present were in favor and motion carried.

#### **Executive Director's Report**

**8:20 – 8:25**

- Executive Director Davis congratulated Cheyenne on her recent award of 20 Under 40, Darlene's appointment to the Town of Denmark Board, and Ron's re-election to County Legislator.
- Brittany Davis noted the previously distributed **Directors Report** highlighting the success of the Childcare Bootcamp Program with the addition of 4 new Lewis County in-home daycares, the DBA Lewis County program has grown to 15 participants, and 7 PILOTs are ready to sign by the end of the year.

#### **Correspondence**

**8:25 - 8:26**

- IDA Staff shared a conflict waiver received from **Barclay Damon** stating they are working for the IDA and is also representing Dimension Energy LLC and affiliate companies that plan to submit an application for a solar facility in the Town of Martinsburg. Staff acknowledged, signed and returned the letter to Barclay Damon.

#### **Committee Reports**

**8:26 – 8:28**

- Finance Committee Chairman, Tom Gillette, updated the board on the **Finance Committee** discussion including Lyonsdale substation request, Lyon Falls Mill Site marketing and additional UTEP updates.

#### **Discussion Items**

**8:28 – 9:03**

- Staff provided an update to the board on the **Lyonsdale substation transfer request** from Mr. Abdelrahman the new owner of the former Lyonsdale Biomass Property. The IDA received first right of refusal on the Lyonsdale substation when it acquired the Lyonsdale Biomass Facility from ReEnergy. Mr. Abdelrahman has requested the transfer of that interest in the substation with the intent to take on responsibility and liability. A motion to give up our first right of refusal to ownership of the substation to allow McRez Meat Packing, LLC to



work with ReEnergy to obtain ownership was made by Tom Gillette and seconded by Herb Frost. All present were in favor and motion carried.

- Staff provided the **Quarter 3 Loan Report** to the board noting all accounts are current with a recent payment from Skewed Brewing posted after the report date. The IDA has funds available to provide up to 6 loans at \$25,000.
- Staff updated the board on the Lyons Falls Mill clean-up project was completed utilizing SAM grant financing by the Village of Lyons Falls. The Village of Lyons Falls secured \$200,000 in SAM grant funding for this final phase. The LCDC has informally asked the LCIDA to provide bridge financing in the amount of \$113,696 for the final phase of the RPCI's work while the Village of Lyons Falls waits for the SAM grant to come through. A motion to enter into an **MOU with the Village of Lyons Falls for SAM Grant bridge financing** for the final phase of clean-up at the mill site was made by McKenzie Lehman and seconded by Tom Gillette. All present were in favor and motion carried.
- Staff recapped the **LCIDA and LCDC Strategic Planning Session** provided some suggested next steps for alignment. Staff proposes holding joint IDA and LCDC meetings the third week of the month and committee meetings the first week of the month.
  - Board members expressed interest in changing the time of the board meetings to accommodate schedules. A motion to change **IDA board meeting start time to 8:15am** was made by Gagan Singh and second by Herb Frost. All in favor.
  - Staff will work with LCDC to make further changes in the board meeting and committee schedules. Staff plans to host a **joint board budget workshop and strategic plan session** in December. IDA staff is looking into the process to change our fiscal year to align with the calendar year.
- Staff discussed a **Google Portal** for board members to keep our board documents secure. Staff also noted if board members are in need of devices to submit a request with staff.
- Staff shared a report by the NYSEDC in partnership with Camoin demonstrating **Economic Impacts of IDA's in NYS** and providing leverage for future advocacy.

#### Executive Session

9:03 – 9:14

- A motion was made to enter into executive session for real property contract negotiations by Darlene Rowsam and seconded by McKenzie Lehman at 9:03am. All present were in favor and motion carried.
- A motion to exit executive session was made by Ron Burns and seconded by Herb Frost at 9:14am.
- No action will be taken at this time.

A motion to adjourn was made at 9:14 am by Darlene Rowsam and seconded by McKenzie Lehman. Motion carried.

Respectfully submitted,

  
Cheyenne Steria  
Secretary/Treasurer

**RESOLUTION AUTHORIZING CHANGE IN PROJECT BENEFICIARY  
MAPLE TAP SOLAR, LLC PROJECT  
(FORMERLY SOLITUDE SOLAR, LLC (GLENDALE MAPLE) 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 November 4, 2021 at 8:00 o’clock a.m., local time.

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

PRESENT:

Joe Lawrence	Chairman
Ronald Burns	Member
Herb Frost	Member
Tom Gillette	Member
McKenzie Lehman	Member
Darlene Rowsam	Member

Each of the members present participated in the meeting either in person or remotely pursuant to the signing into law on September 2, 2021 of Chapter 417 of the Laws of 2021.

ABSENT:

Gagan Singh	Vice Chairman
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AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Brittany Davis	Executive Director of Economic Development
Cheyenne Steria	Director of Finance and Incentives
Jenna Kraeger	Economic Development Specialist
Kevin McArdle, Esq.	Agency Counsel
Christopher C. Canada, Esq.	Special Agency Counsel

The following resolution was offered by **Ron Burns**, seconded by **Herb Frost**, to wit:

Resolution No. 1121-01

RESOLUTION AUTHORIZING THE DESIGNATION OF MAPLE TAP SOLAR, LLC  
AS THE PROJECT BENEFICIARY WITH RESPECT TO THE SOLITUDE SOLAR,  
LLC (GLENDALE MAPLE) 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 April, 2021, Solitude Solar, LLC, a New York 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 a portion of an approximately 44.2 acre parcel of land located at 6468 Glendale Road (tax map no. 259.00-02-13.000) in the Town of Martinsburg, Lewis County, New York (the “Land”), (2) the construction on the Land of an approximately 1.8 MW AC (2.8 MW DC) community solar photovoltaic facility, including fencing, screening and ancillary electrical equipment (all said improvements being collectively referred to as 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, by resolution adopted by the members of the Agency on April 1, 2021 (the “Public Hearing Resolution”), the Agency authorized a public hearing to be held pursuant to Section 859-a of the Act with respect to the Project; and

WHEREAS, pursuant to the authorization contained in 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 April 14, 2021 to the chief executive officers of the county and of each city, town, village and school district in which the Project Facility is to be located, (B) caused notice of the Public Hearing to be posted on April 16, 2021 at 5405 Cemetery Road in the Town of Martinsburg, Lewis County, New York, as well as on the Agency’s website, (C) caused notice of the Public Hearing to be published on April 15, 2021 in the Watertown Daily Times, a newspaper of general circulation available to the residents of Town of Martinsburg, Lewis County, New York, (D) as a result of the ban on large meetings or gatherings pursuant to Executive Order 202.1, as supplemented, and the suspension of the Open Meetings Law relating to public hearings pursuant to Executive Order 202.15, as supplemented, each as issued by Governor Cuomo in response to the novel Coronavirus (COVID-19) pandemic, conducted the Public Hearing on April 27, 2021 at 10:00 o’clock a.m., local time via electronically, as well as in person, 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 May 6, 2021 (the “SEQR Resolution”), the Agency (A) concurred in the determination that the Town of Martinsburg Planning Board (the “Planning Board”) is the “lead agency” with respect to SEQRA, and (B) acknowledged receipt of a negative declaration from the Town Board issued on February 5, 2020 (the “Negative Declaration”), in which the Planning Board determined that the Project would not have a significant adverse environmental impact 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 May 6, 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 Maple Tap Solar, LLC (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
Ronald Burns	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.

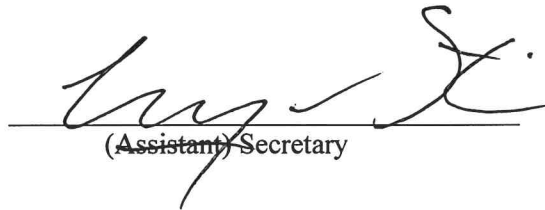
STATE OF NEW YORK        )  
  ) SS.:  
COUNTY OF LEWIS         )

I, the undersigned (Assistant) Secretary 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 November 4, 2021 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 Chapter 417 of the Laws of 2021 (the "2021 Laws"), said meeting was open to the general public, and due notice of the time and place of said meeting was duly given; and (D) there was a quorum of the members of the Agency, either in person or attending remotely in accordance with the 2021 Laws, 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.

4th IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this day of November, 2021.

  
\_\_\_\_\_  
(Assistant) Secretary

~~(SEAL)~~

EXHIBIT A  
CORRESPONDENCE

- SEE ATTACHED -



**Zeigler, Nadene**

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**From:** Trigg, Genevieve M. <gtrigg@barclaydamon.com>  
**Sent:** Tuesday, November 2, 2021 2:54 PM  
**To:** Zeigler, Nadene  
**Subject:** RE: County of Lewis IDA - Solitude Solar, LLC - status [IWOV-Active.FID2961864]  
**Attachments:** FLAT ROCK SOLAR FUND LLC - DE Formation 11-9-2020.pdf; FLAT ROCK SOLAR FUND, LLC - NY Qualification Filing 6-14-21.pdf; Maple Tap Solar, LLC - DE Certificate of Formation 4-8-2021.pdf; MAPLE TAP SOLAR LLC - NY Qualification Filing 6-14-21.pdf; FLAT ROCK SOLAR FUND LLC- DE Certificate of Status 7-30-21.pdf; FLAT ROCK SOLAR FUND LLC-NY Good Standing 7-30-21.pdf; MAPLE TAP SOLAR LLC- DE Certificate of Status 7-30-21.pdf; MAPLE TAP SOLAR LLC-NY Good Standing 7-30-21.pdf



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Hi Nadene:

As discussed, Solitude Solar desires to transfer its membership interest and close with the IDA with the respective project entities. Attached are the documents I received so far. I will provide the Waters Road entity and formation documents upon receipt.

<b>Project</b>	<b>Project Entity</b>
Flat Rock	Flat Rock Solar Fund LLC
Maple Tap	Maple Tap Solar LLC
Waters Rd A	
Waters Rd B	

Can you please also resend the insurance requirements to make sure we have those correct on the COIs?

Thank you,  
Genevieve

**Genevieve M. Trigg**

Special Counsel

**BARCLAY DAMON** <sup>LLP</sup>  
80 State Street • Albany, NY 12207  
D: (518) 429-4265 • F: (518) 427-3484 • C: (518) 860-9032  
E: GTrigg@barclaydamon.com

[www.barclaydamon.com](http://www.barclaydamon.com) • [vCard](#) • [Profile](#)

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STATE OF NEW YORK

DEPARTMENT OF STATE

Certificate of Status

I, ROSSANA ROSADO, Secretary of State of the State of New York and custodian of the records required by law to be filed in my office, do hereby certify that upon a diligent examination of the records of the Department of State, as of the date and time of this certificate, the following entity information is reflected:

Entity Name:	MAPLE TAP SOLAR, LLC
DOS ID Number:	6035162
Entity Type:	FOREIGN LIMITED LIABILITY COMPANY
Entity Status:	AUTHORIZED
Date of Initial Filing with DOS:	06/14/2021
Statement Status:	CURRENT
Statement Due Date:	06/30/2023

No information is available from this office regarding the financial condition, business activity or practices of this entity.



WITNESS my hand and official seal of the Department of State,  
at the City of Albany, on July 30, 2021 at 04:55 P.M.

ROSSANA ROSADO, Secretary of State

A handwritten signature in black ink that reads "Brendan C. Hughes".

By Brendan C. Hughes  
Executive Deputy Secretary of State

Authentication Number: 100000175467 To Verify the authenticity of this document you may access the  
Division of Corporation's Document Authentication Website at <http://corp.dos.ny.gov>

# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MAPLE TAP SOLAR, 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 THIRTIETH DAY OF JULY, A.D. 2021.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MAPLE TAP SOLAR, LLC" WAS FORMED ON THE EIGHTH DAY OF APRIL, A.D. 2021.

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



5823038 8300

SR# 20212852232

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

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

Authentication: 203808339

Date: 07-30-21

**RESOLUTION AUTHORIZING CHANGE IN PROJECT BENEFICIARY  
FLAT ROCK SOLAR FUND, LLC PROJECT  
(FORMERLY SOLITUDE SOLAR, LLC (FLATROCK) 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 November 4, 2021 at 8:00 o’clock a.m., local time.

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

**PRESENT:**

Joe Lawrence	Chairman
Ronald Burns	Member
Herb Frost	Member
Tom Gillette	Member
McKenzie Lehman	Member
Darlene Rowsam	Member

Each of the members present participated in the meeting either in person or remotely pursuant to the signing into law on September 2, 2021 of Chapter 417 of the Laws of 2021.

**ABSENT:**

Gagan Singh	Vice Chairman
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**AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:**

Brittany Davis	Executive Director of Economic Development
Cheyenne Steria	Director of Finance and Incentives
Jenna Kraeger	Economic Development Specialist
Kevin McArdle, Esq.	Agency Counsel
Christopher C. Canada, Esq.	Special Agency Counsel

The following resolution was offered by **Darlene Rowsam**, seconded by **McKenzie Lehman**, to wit:

Resolution No. 1121-02

RESOLUTION AUTHORIZING THE DESIGNATION OF FLAT ROCK SOLAR FUND, LLC AS THE COMPANY WITH RESPECT TO THE SOLITUDE SOLAR, LLC (FLATROCK) 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 April, 2021, Solitude Solar, LLC, a New York 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 a portion of an approximately 149.1 acre parcel of land located at 5194 Flat Rock Road (tax map no. 242.00-01-37.000) in the Town of Martinsburg, Lewis County, New York (the “Land”), (2) the construction on the Land of an approximately 4.8 MW AC (7.2 MW DC) community solar photovoltaic facility, including fencing, screening and ancillary electrical equipment (all said improvements being collectively referred to as 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 property 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, by resolution adopted by the members of the Agency on April 1, 2021 (the “Public Hearing Resolution”), the Agency authorized a public hearing to be held pursuant to Section 859-a of the Act with respect to the Project; and

WHEREAS, pursuant to the authorization contained in 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 April 14, 2021 to the chief executive officers of the county and of each city, town, village and school district in which the Project Facility is to be located, (B) caused notice of the Public Hearing to be posted on April 16, 2021 at 5405 Cemetery Road in the Town of Martinsburg, Lewis County, New York, as well as on the Agency’s website, (C) caused notice of the Public Hearing to be published on April 15, 2021 in the Watertown Daily Times, a newspaper of general circulation available to the residents of Town of Martinsburg, Lewis County, New York, (D) as a result of the ban on large meetings or gatherings pursuant to Executive Order 202.1, as supplemented, and the suspension of the Open Meetings Law relating to public hearings pursuant to Executive Order 202.15, as supplemented, each as issued by Governor Cuomo in response to the novel Coronavirus (COVID-19) pandemic, conducted the Public Hearing on April 27, 2021 at 10:15 o’clock a.m., local time via electronically, as well as in person, 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 May 6, 2021 (the “SEQR Resolution”), the Agency (A) concurred in the determination that the Town of Martinsburg Planning Board (the “Planning Board”) is the “lead agency” with respect to SEQRA, and (B) acknowledged receipt of a negative declaration from the Town Board issued on February 5, 2020 (the “Negative Declaration”), in which the Planning Board determined that the Project would not have a significant adverse environmental impact 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 May 6, 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 the correspondence attached hereto as Exhibit A, special counsel to the Agency was notified that the Original Company desires to designate Flat Rock Solar Fund, LLC (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 the 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	<b>YES</b>
Gagan Singh	VOTING	<b>EXCUSED</b>
Ronald Burns	VOTING	<b>YES</b>
Herb Frost	VOTING	<b>YES</b>
Tom Gillette	VOTING	<b>YES</b>
McKenzie Lehman	VOTING	<b>YES</b>
Darlene Rowsam	VOTING	<b>YES</b>

The foregoing resolution was thereupon declared duly adopted.

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

I, the undersigned (Assistant) Secretary 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 November 4, 2021 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 Chapter 417 of the Laws of 2021 (the "2021 Laws"), said meeting was open to the general public, and due notice of the time and place of said meeting was duly given; and (D) there was a quorum of the members of the Agency, either in person or attending remotely in accordance with the 2021 Laws, 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.

4<sup>th</sup> IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this day of November, 2021.

  
\_\_\_\_\_  
(Assistant) Secretary

~~(SEAL)~~

EXHIBIT A  
CORRESPONDENCE

- SEE ATTACHED -



**Zeigler, Nadene**

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**From:** Trigg, Genevieve M. <gtrigg@barclaydamon.com>  
**Sent:** Tuesday, November 2, 2021 2:54 PM  
**To:** Zeigler, Nadene  
**Subject:** RE: County of Lewis IDA - Solitude Solar, LLC - status [IWOV-Active.FID2961864]  
**Attachments:** FLAT ROCK SOLAR FUND LLC - DE Formation 11-9-2020.pdf; FLAT ROCK SOLAR FUND, LLC - NY Qualification Filing 6-14-21.pdf; Maple Tap Solar, LLC - DE Certificate of Formation 4-8-2021.pdf; MAPLE TAP SOLAR LLC - NY Qualification Filing 6-14-21.pdf; FLAT ROCK SOLAR FUND LLC- DE Certificate of Status 7-30-21.pdf; FLAT ROCK SOLAR FUND LLC-NY Good Standing 7-30-21.pdf; MAPLE TAP SOLAR LLC- DE Certificate of Status 7-30-21.pdf; MAPLE TAP SOLAR LLC-NY Good Standing 7-30-21.pdf



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Hi Nadene:

As discussed, Solitude Solar desires to transfer its membership interest and close with the IDA with the respective project entities. Attached are the documents I received so far. I will provide the Waters Road entity and formation documents upon receipt.

<b>Project</b>	<b>Project Entity</b>
Flat Rock	Flat Rock Solar Fund LLC
Maple Tap	Maple Tap Solar LLC
Waters Rd A	
Waters Rd B	

Can you please also resend the insurance requirements to make sure we have those correct on the COIs?

Thank you,  
Genevieve

**Genevieve M. Trigg**

Special Counsel

**BARCLAY DAMON** <sup>LLP</sup>  
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STATE OF NEW YORK

DEPARTMENT OF STATE

Certificate of Status

I, ROSSANA ROSADO, Secretary of State of the State of New York and custodian of the records required by law to be filed in my office, do hereby certify that upon a diligent examination of the records of the Department of State, as of the date and time of this certificate, the following entity information is reflected:

**Entity Name:** FLAT ROCK SOLAR FUND, LLC  
**DOS ID Number:** 6035178  
**Entity Type:** FOREIGN LIMITED LIABILITY COMPANY  
**Entity Status:** AUTHORIZED  
**Date of Initial Filing with DOS:** 06/14/2021

**Statement Status:** CURRENT  
**Statement Due Date:** 06/30/2023

No information is available from this office regarding the financial condition, business activity or practices of this entity.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on July 30, 2021 at 05:00 P.M.

ROSSANA ROSADO, Secretary of State

*Brendan C. Hughes*

By Brendan C. Hughes  
Executive Deputy Secretary of State

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Division of Corporation's Document Authentication Website at <http://ecorp.dos.ny.gov>

# Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FLAT ROCK SOLAR FUND, 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 THIRTIETH DAY OF JULY, A.D. 2021.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FLAT ROCK SOLAR FUND, LLC" WAS FORMED ON THE NINTH DAY OF NOVEMBER, A.D. 2020.

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



4089158 8300

SR# 20212852226

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

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

Authentication: 203808335

Date: 07-30-21