

**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	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

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



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.

Project	Project Entity
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 ^{LLP}
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 • [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: 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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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

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

Authentication: 203808335

Date: 07-30-21