

# **Exhibit A**

## **Applicant Information**

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**West End Solar Project  
October 2022**

**Prepared for  
EE West End Solar LLC**

**Prepared by**



**TETRA TECH**

**Tetra Tech, Inc.**

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## Acronyms and Abbreviations

Applicant	EE West End Solar LLC
OAR	Oregon Administrative Rules
Project	West End Solar Project

## 1.0 Introduction

EE West End Solar LLC (Applicant), proposes to construct the West End Solar Project (Project), a solar energy generation facility and related or supporting facilities in Umatilla County, Oregon. Exhibit A was prepared to meet the submittal requirements in Oregon Administrative Rules (OAR) 345-021-0010(1)(a). The Applicant is a subsidiary of Eurus Solar Holdings, LLC, which is a subsidiary of Eurus Energy America, LLC, which is a subsidiary of Eurus Energy America Corporation.

## 2.0 Applicant Contact Information – OAR 345-021-0010(1)(a)(A)

*OAR 345-021-0010(1)(a) Information about the applicant and participating persons, including:*

*OAR 345-021-0010(1)(a)(A) The name and address of the applicant including all co-owners of the proposed facility, the name, mailing address, email address and telephone number of the contact person for the application, and if there is a contact person other than the applicant, the name, title, mailing address, email address and telephone number of that person.*

### **Name and Address of Site Certificate Holder**

EE West End Solar LLC  
c/o Eurus Energy America Corp.  
9255 Towne Center Drive, Suite 840  
San Diego, California 92121  
Attn: Rob Curulla

### **Contact Information**

Rob Curulla  
EE West End Solar LLC  
c/o Eurus Energy America Corporation  
9255 Towne Center Drive, Suite 840  
San Diego, California 92121  
rcurulla@eurusenergy.com  
(858) 717-9201

Sarah Plucinski  
EE West End Solar LLC  
c/o Eurus Energy America Corporation  
9255 Towne Center Drive, Suite 840  
San Diego, California 92121  
splucinski@eurusenergy.com  
(858) 245-2935

Leslie McClain  
Project Manager  
Tetra Tech  
1750 SW Harbor Way, Suite 400  
Portland, OR 97201  
Leslie.McClain@tetratech.com  
(503) 222-4536

Sarah Stauffer Curtiss, Partner  
Stoel Rives LLP  
760 SW Ninth Avenue, Suite 3000  
Portland, OR 97205  
sarah.curtiss@stoel.com  
(971) 533-6215

### **3.0 Other Participants – OAR 345-021-0010(1)(a)(B)**

*OAR 345-021-0010(1)(a)(B) The contact name, mailing address, email address and telephone number of all participating persons, other than individuals, including but not limited to any parent corporation of the applicant, persons upon whom the applicant will rely for third-party permits or approvals related to the facility, and, if known, other persons upon whom the applicant will rely in meeting any facility standard adopted by the Council.*

EE West End Solar LLC is a wholly owned subsidiary of Eurus Solar Holdings, LLC:

Eurus Solar Holdings LLC  
9255 Towne Center Drive, Suite 840  
San Diego, California 92121

Eurus Solar Holdings LLC is a wholly owned subsidiary of Eurus Energy America, LLC:

Eurus Energy America LLC  
9255 Towne Center Drive, Suite 840  
San Diego, California 92121

Eurus Energy America LLC is a wholly owned subsidiary of Eurus Energy America Corporation:

Eurus Energy America Corporation  
9255 Towne Center Drive, Suite 840  
San Diego, California 92121

Rob Curulla  
EE West End Solar LLC  
c/o Eurus Energy America Corp.  
9255 Towne Center Drive, Suite 840  
San Diego, California 92121  
rcurulla@eurusenergy.com  
(858) 717-9201

Sarah Plucinski  
EE West End Solar LLC  
c/o Eurus Energy America Corp.  
9255 Towne Center Drive, Suite 840  
San Diego, California 92121  
splucinski@eurusenergy.com  
(858) 245-2935

## 4.0 Corporation Status – OAR 345-021-0010(1)(a)(C)

*OAR 345-021-0010(1)(a)(C) If the applicant is a corporation:*

*(i) The full name, official designation, mailing address, email address and telephone number of the officer responsible for submitting the application;*

*(ii) The date and place of its incorporation;*

*(iii) A copy of its articles of incorporation and its authorization for submitting the application;  
and*

*(iv) In the case of a corporation not incorporated in Oregon, the name and address of the resident attorney-in-fact in this state and proof of registration to do business in Oregon;*

The Applicant is not a corporation. Therefore, this is not applicable.

## 5.0 Ownership – OAR 345-021-0010(1)(a)(D)

*OAR 345-021-0010(1)(a)(D) If the applicant is a wholly owned subsidiary of a company, corporation or other business entity, in addition to the information required by paragraph (C), it shall give the full name and business address of each of the applicant's full or partial owners.*

EE West End Solar LLC is a wholly owned subsidiary of Eurus Solar Holdings LLC:

Eurus Solar Holdings LLC

9255 Towne Center Drive, Suite 840

San Diego, California 92121

Eurus Solar Holdings LLC is a wholly owned subsidiary of Eurus Energy America LLC:

Eurus Energy America LLC

9255 Towne Center Drive, Suite 840

San Diego, California 92121

Eurus Energy America LLC is a wholly owned subsidiary of Eurus Energy America Corporation:

Eurus Energy America Corporation

9255 Towne Center Drive, Suite 840

San Diego, California 92121



## **6.0 Association/Joint-Venture Information – OAR 345-021-0010(1)(a)(E)**

*OAR 345-021-0010(1)(a)(E) If the applicant is an association of citizens, a joint venture or a partnership, it shall give:*

- (i) The full name, official designation, mailing address, email address and telephone number of the person responsible for submitting the application;*
- (ii) The name, business address and telephone number of each person participating in the association, joint venture or partnership and the percentage interest held by each;*
- (iii) Proof of registration to do business in Oregon;*
- (iv) A copy of its articles of association, joint venture agreement or partnership agreement and a list of its members and their cities of residence; and*
- (v) If there are no articles of association, joint venture agreement or partnership agreement, the applicant shall state that fact over the signature of each member.*

The Applicant is not an association/joint-venture. Therefore, this rule is not applicable.

## **7.0 Public/Government Entity Information – OAR 345-021-0010(1)(a)(F)**

*OAR 345-021-0010(1)(a)(F) If the applicant is a public or governmental entity, it shall give:*

- (i) The full name, official designation, mailing address, email address and telephone number of the person responsible for submitting the application; and*
- (ii) Written authorization from the entity's governing body to submit an application.*

The Applicant is not a public/government entity. Therefore, this rule is not applicable.

## **8.0 Individual Applicant – OAR 345-021-0010(1)(a)(G)**

*OAR 345-021-0010(1)(a)(G) If the applicant is an individual, the individual shall give his or her mailing address, email address and telephone number.*

The Applicant is not an individual. Therefore, this rule is not applicable.

## 9.0 Limited Liability Company Information – OAR 345-021-0010(1)(a)(H)

*OAR 345-021-0010(1)(a)(H) If the applicant is a limited liability company, it shall give:*

*(i) The full name, official designation, mailing address, email address and telephone number of the officer responsible for submitting the application;*

The officer responsible for submitting the Application for Site Certificate is as follows:

Hidenori Mitsuoka, President

EE West End Solar LLC

c/o Eurus Energy America Corp.

9255 Towne Center Drive, Suite 840

San Diego, California 92121

rcurulla@eurusenergy.com

(858) 638-7115

Attachment A-1 includes a copy of the e-filed Application for Authority from the Corporation Division of the Oregon Secretary of State (dated September 25, 2020) and the e-filed Amended Annual Report from the Corporation Division of the Oregon Secretary of State dated September 9, 2021. Note that at the time of the incorporation of EE West End Solar LLC, the president was Yasuyuki Kaneko. However, the current president of EE West End Solar LLC is Hidenori Mitsuoka as evidenced in the Amended Annual Report (see Attachment A-1).

*(ii) The date and place of its formation;*

EE West End Solar LLC was formed in the State of Delaware on September 12, 2018 as evidenced in Attachment A-2.

*(iii) A copy of its articles of organization and its authorization for submitting the application;  
and*

The State of Delaware does not require Articles of Organization for LLCs. The Oregon Secretary of State's form for Articles of Organization imposes certain informational requirements that apply to LLCs formed in Oregon, including name of LLC, address, registered agents, and names of members and managers. For EE West End Solar LLC, much of this same information is provided in the Limited Liability Company Agreement, Attachment A-3, which also outlines the financial and functional decision-making for the LLC. In addition, included in Attachment A-3 is a corporate resolution by Eurus Solar Holdings LLC, named *Unanimous Written Consent of Member in Lieu of Meeting*, dated September 1, 2021, that appoints and names of managers for EE West End Solar LLC.

*(iv) In the case of a limited liability company not registered in Oregon, the name and address of the resident attorney-in-fact in this state and proof of registration to do business in Oregon.*

Attachment A-1 is a copy of the e-filed Application for Authority from the Corporation Division of the Oregon Secretary of State, providing proof of registration to do business in Oregon. The resident attorney-in-fact is as follows:

Sarah Stauffer Curtiss, Partner

Stoel Rives LLP

760 SW Ninth Avenue, Suite 3000

Portland, OR 97205

sarah.curtiss@stoel.com

(971) 533-621

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# **Attachment A-1. Authorization to Conduct Business in Oregon and Amended Annual Report**

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# APPLICATION FOR AUTHORITY



Corporation Division  
[www.filinginoregon.com](http://www.filinginoregon.com)

**E-FILED**  
Sep 25, 2020  
**OREGON SECRETARY OF STATE**

## REGISTRY NUMBER

172382393

## TYPE

FOREIGN LIMITED LIABILITY COMPANY

## 1. ENTITY NAME

EE WEST END SOLAR LLC

## 2. MAILING ADDRESS

9255 TOWNE CENTRE DR STE 840  
SAN DIEGO CA 92121 USA

## 3. NAME & ADDRESS OF REGISTERED AGENT

00329227 - C T CORPORATION SYSTEM  
  
780 COMMERCIAL ST SE STE 100  
SALEM OR 97301 USA

## 4. MANAGEMENT

This Limited Liability Company will be member-managed by one or more members

## 5. DATE OF ORGANIZATION

09-12-2018

## 6. DURATION

PERPETUAL

## 7. JURISDICTION

DE

## 8. PRIMARY PHYSICAL LOCATION

9255 TOWNE CENTRE DR STE 840  
SAN DIEGO CA 92121 USA



I declare, under penalty of perjury, that this document does not fraudulently conceal, fraudulently obscure, fraudulently alter or otherwise misrepresent the identity of the person or any officers, managers, members or agents of the limited liability company on behalf of which the person signs. This filing has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment, or both.

By typing my name in the electronic signature field, I am agreeing to conduct business electronically with the State of Oregon. I understand that transactions and/or signatures in records may not be denied legal effect solely because they are conducted, executed, or prepared in electronic form and that if a law requires a record or signature to be in writing, an electronic record or signature satisfies that requirement.

**ELECTRONIC SIGNATURE**

**NAME**

YASUYUKI KANEKO

**TITLE**

PRESIDENT

**DATE SIGNED**

09-25-2020



# AMENDED ANNUAL REPORT



Corporation Division  
[www.filinginoregon.com](http://www.filinginoregon.com)

**E-FILED**  
Sep 09, 2021  
**OREGON SECRETARY OF STATE**

## REGISTRY NUMBER

172382393

## REGISTRATION DATE

09/25/2020

## BUSINESS NAME

EE WEST END SOLAR LLC

## BUSINESS ACTIVITY

ANY LEGAL PURPOSE

## MAILING ADDRESS

9255 TOWNE CENTRE DR STE 840  
SAN DIEGO CA 92121 USA

## TYPE

FOREIGN LIMITED LIABILITY COMPANY

## PRIMARY PLACE OF BUSINESS

9255 TOWNE CENTRE DR STE 840  
SAN DIEGO CA 92121 USA

## JURISDICTION

DELAWARE

## REGISTERED AGENT

329227 - C T CORPORATION SYSTEM

780 COMMERCIAL ST SE STE 100  
SALEM OR 97301 USA

If the Registered Agent has changed, the new agent has consented to the appointment.

## MANAGER

BRADLEY S WHITE

9255 TOWNE CENTRE DR STE 840  
SAN DIEGO CA 92121 USA

## MANAGER

HIDENORI MITSUOKA

9255 TOWNE CENTRE DR STE 840  
SAN DIEGO CA 92121 USA



**MANAGER**

EURUS SOLAR HOLDINGS LLC

9255 TOWNE CENTRE DR STE 840  
SAN DIEGO CA 92121 USA

I declare, under penalty of perjury, that this document does not fraudulently conceal, fraudulently obscure, fraudulently alter or otherwise misrepresent the identity of the person or any officers, managers, members or agents of the limited liability company on behalf of which the person signs. This filing has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment, or both.

By typing my name in the electronic signature field, I am agreeing to conduct business electronically with the State of Oregon. I understand that transactions and/or signatures in records may not be denied legal effect solely because they are conducted, executed, or prepared in electronic form and that if a law requires a record or signature to be in writing, an electronic record or signature satisfies that requirement.

**ELECTRONIC SIGNATURE**

**NAME**

ADAM STEIMEL

**TITLE**

POWER OF ATTORNEY

**DATE SIGNED**

09-09-2021

## **Attachment A-2. Certificate of Formation**

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# Delaware

Page 1

The First State

*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 "EE WEST END SOLAR LLC", FILED IN THIS OFFICE ON THE TWELFTH DAY OF SEPTEMBER, A.D. 2018, AT 1:43 O`CLOCK P.M.*



  
Jeffrey W. Bullock, Secretary of State

7053579 8100  
SR# 20186617005

Authentication: 203415968  
Date: 09-13-18

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

## CERTIFICATE OF FORMATION

OF

### EE WEST END SOLAR LLC

The undersigned hereby adopts the following Certificate of Formation for the purpose of forming a limited liability company pursuant to the Delaware Limited Liability Company Act (6 Del. C. § 18-101, et seq.).

1. **Name.** The name of the limited liability company is:  
**EE WEST END SOLAR LLC**
2. **Registered Office.** The address of the registered office of the Company in Delaware is 1209 Orange Street, Wilmington, Delaware 19801.
3. **Registered Agent.** The name and address of the registered agent for service of process on the Company in the State of Delaware is The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware 19801.

IN WITNESS WHEREOF, the undersigned, an authorized person of the Company, has caused this Certificate of Formation to be duly executed as of the 12th day of September 2018.

/s/ Deborah A. Abernathy  
Deborah A. Abernathy, Authorized Person

**Attachment A-3. Articles of  
Organization/Limited Liability Company  
Agreement**

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**LIMITED LIABILITY COMPANY AGREEMENT  
OF  
EE WEST END SOLAR LLC**

**A DELAWARE LIMITED LIABILITY COMPANY**

**PREAMBLE**

This Limited Liability Company Agreement (“**Agreement**”) of EE West End Solar LLC, is entered into by Eurus Solar Holdings LLC, a Delaware limited liability company, as sole Member.

NOW, THEREFORE, the undersigned, as sole member, hereby declares the following to be the Limited Liability Company Agreement of the Company as of the Effective Date.

**ARTICLE I  
DEFINITIONS AND TERMS**

SECTION 1.01. Definitions. Unless the context otherwise requires, the following terms shall have the following meanings for the purposes of this Agreement:

“**Act**” means the Delaware Limited Liability Company Act, 6 Del C. §§ 18-101, et seq., as amended from time to time (or any corresponding provisions of succeeding law).

“**Agreement**” means this Limited Liability Company Agreement, as the same may be amended from time to time.

“**Assets**” means, at any time, any real property and other assets owned or leased by the Company from time to time.

“**Certificate**” means, the Certificate of Formation filed with the Secretary of State of the State of Delaware on the Effective Date to form the Company pursuant to the Act, as originally executed by Deborah A. Abernathy (as an authorized person within the meaning of the Act) and as amended, modified, supplemented, or restated from time to time, as the context requires.

“**Company**” means the limited liability company formed pursuant to this Agreement.

“**Effective Date**” shall have the meaning set forth in Section 2.02.

“**Interest**” means the ownership interest in the Company at any time, including the right of the Member to any and all benefits to which the Member may be entitled as provided in this Agreement, together with the obligations of the Member to comply with all the terms and provisions of this Agreement.

“**Member**” means Eurus Solar Holdings LLC, a Delaware limited liability company, and any other member or members admitted to the Company in accordance with this Agreement or any amendment or restatement hereof.

“**Person**” has the meaning set forth in the Act.

SECTION 1.02. Terms Generally. The definitions in Section 1.01 shall apply equally to both the singular and plural forms of the terms defined. Whenever the context may require, any pronoun shall include the corresponding masculine, feminine, and neuter forms. All references herein to Articles, Sections, and Exhibits shall be deemed to be references to Articles and Sections of, and Exhibits to, this Agreement unless the context shall otherwise require. The words “include”, “includes”, and “including” shall be deemed to be followed by the phrase “without limitation.”

## **ARTICLE II FORMATION**

SECTION 2.01. Name. The name of the Company shall be as set forth in the Preamble hereof. All business of the Company shall be conducted under such name and title to all property, real, personal, or mixed, owned by, or leased to the Company shall be held in such name. Notwithstanding the preceding sentence, the Member may change the name of the Company or adopt such trade or fictitious names as it may determine.

SECTION 2.02. Term. The term of the Company commenced on the date of filing of the Certificate in the Office of the Secretary of State of the State of Delaware (the “**Effective Date**”). The term of the Company shall continue until terminated as provided in Article VII.

SECTION 2.03. Principal Place of Business. The principal place of business of the Company shall be located at 9255 Towne Centre Drive, Suite 840, San Diego, California 92121. Member may establish other offices at other locations.

SECTION 2.04. Registered Agent. The Corporation Trust Company shall be the registered agent of the Company upon whom process against it may be served. The address of such agent within the State of Delaware is: 1209 Orange Street, Wilmington, Delaware 19801.

SECTION 2.05. Purposes of the Company. The Company has been organized to engage in any lawful act or activity for which a Delaware limited liability company may be formed.

SECTION 2.06. Admission/Withdrawal of Member. Simultaneously with the execution of this Agreement, Eurus Solar Holdings, a Delaware limited liability company, shall be admitted as the Member of the Company.

**ARTICLE III  
LIMITATION ON LIABILITY**

SECTION 3.01. Limitation on Liability. The liability of the Member shall be limited to its Interest in the Company, and the Member shall not have any personal liability to contribute money to, or in respect of, the liabilities or the obligations of the Company, except as set forth in the Act.

**ARTICLE IV  
DISTRIBUTIONS**

SECTION 4.01. Distributions. Except as otherwise provided in the Act, distributions may be made to the Member at such times and in such amounts as the Member shall determine.

**ARTICLE V  
BOOKS AND RECORDS**

SECTION 5.01. Books and Records. The Member shall keep or cause to be kept complete and accurate books of account and records that shall reflect all transactions and other matters and include all documents and other materials with respect to the Company's business that are usually entered into and maintained by Persons engaged in similar businesses. All Company financial statements shall be accurate in all material respects, shall fairly present the financial position of the Company and the results of its operations and transactions in its reserve accounts, and shall be prepared in accordance with generally accepted accounting principles, subject, in the case of quarterly statements, to year-end adjustments. The books of the Company shall at all times be maintained at the principal office of the Company or at such other location as the Member decides.

**ARTICLE VI  
MANAGEMENT OF THE COMPANY**

SECTION 6.01. Management. The management of the Company shall be under the direction of the Member or managers designated by Member, who may, from time to time, designate one or more persons to be managers or officers of the Company, with such titles as the Member or managers may determine, including those positions set forth in Section 6.02. The initial managers and officers designated by the Member are listed on **Schedule A** hereto.

SECTION 6.02. Officers. Such of the following officers shall be elected as the Member or managers deems necessary or appropriate: a President, one or more Executive Vice Presidents, one or more Senior Vice Presidents, one or more Vice Presidents, a Secretary, a Treasurer, a Controller, one or more Assistant Vice Presidents, Assistant Secretaries, Assistant Treasurers, and Assistant Controllers, and such other officers with such titles and powers and/or duties as the Member or managers shall from time to time determine. Officers may be designated for particular areas of responsibility and simultaneously serve as officers of subsidiaries or divisions. Any officer so elected may resign at any time upon written notice to the Member. Such

resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective. Any officer may be removed, with or without cause, by the Member. Any such removal shall be without prejudice to the contractual rights of such officer, if any, with the Company, but the election or appointment of any officer shall not of itself create contractual rights. Any number of offices may be held by the same person. Any vacancy occurring in any office by death, resignation, removal, or otherwise may be filled for the unexpired portion of the term by the Member.

(a) President. The President shall have general control of the business, affairs, operations, and property of the Company, subject to the supervision of the Member. He may sign or execute, in the name of the Company, all deeds, mortgages, bonds, contracts, or other undertakings or instruments, except in cases where the signing or execution thereof shall have been expressly delegated by the Member to some other officer or agent of the Company. He shall have and may exercise such powers and perform such duties as may be provided by law or as are incident to the office of President of a company (as if the Company were a Delaware corporation) and such other duties as are assigned from time to time by the Member.

(b) Vice Presidents. Each Executive Vice President, Senior Vice President, Vice President, and Assistant Vice President shall have such powers and perform such duties as may be provided by law or as may from time to time be assigned to him, either generally or in specific instances, by the Member or the President. Any Executive Vice President or Senior Vice President may perform any of the duties or exercise any of the powers of the President at the request of, or in the absence or disability of, the President or otherwise as occasion may require in the administration of the business and affairs of the Company.

Each Executive Vice President, Senior Vice President, Vice President, and Assistant Vice President shall have authority to sign or execute all deeds, mortgages, bonds, contracts, or other instruments on behalf of the Company, except in cases where the signing or execution thereof shall have been expressly delegated by the Member to some other officer or agent of the Company.

(c) Secretary. The Secretary shall keep the records of the Company, in books provided for the purpose; he shall be custodian of the seal or seals of the Company; he shall see that the seal is affixed to all documents requiring same, the execution of which, on behalf of the Company, under its seal, is duly authorized, and when said seal is so affixed he may attest same; and, in general, he shall perform all duties incident to the office of the secretary of a company (as if the Company were a Delaware corporation), and such other duties as from time to time may be assigned to him by the Member or the President or as may be provided by law. Any Assistant Secretary may perform any of the duties or exercise any of the powers of the Secretary at the request of, or in the absence or disability of, the Secretary or otherwise as occasion may require in the administration of the business and affairs of the Company.

(d) Treasurer. The Treasurer shall have charge of and be responsible for all funds, securities, receipts, and disbursements of the Company, and shall deposit, or cause to be deposited, in the name of the Company, all moneys or other valuable effects in such banks, trust companies or other depositories as shall, from time to time, be selected by or under authority of

the Member; if required, he shall give a bond for the faithful discharge of his duties, with such surety or sureties as the Member may determine; he shall keep or cause to be kept full and accurate records of all receipts and disbursements in books of the Company and shall render to the Member or the President, whenever requested, an account of the financial condition of the Company (as if the Company were a Delaware corporation); and, in general, he shall perform all the duties incident to the office of treasurer of a company, and such other duties as may be assigned to him by the Member or the President or as may be provided by law.

(e) Controller. The Controller shall be the chief accounting officer of the Company. He shall keep full and accurate accounts of the assets, liabilities, commitments, receipts, disbursements, and other financial transactions of the Company; shall cause regular audits of the books and records of account of the Company and supervise the preparation of the Company's financial statements; and, in general, he shall perform the duties incident to the office of controller of a company (as if the Company were a Delaware corporation) and such other duties as may be assigned to him by the Member or the President or as may be provided by law. If no Controller is elected by the Member, the Treasurer shall perform the duties of the office of controller.

## **ARTICLE VII DISSOLUTION AND TERMINATION**

SECTION 7.01. Dissolution. The Company shall be dissolved and its business wound up upon the decision made at any time by the Member to dissolve the Company, or upon the occurrence of any event of dissolution under the Act.

SECTION 7.02. Liquidation. Upon dissolution, the Company's business shall be liquidated in an orderly manner. The Member shall wind up the affairs of the Company pursuant to this Agreement and in accordance with the Act, including, without limitation, Section 18-804 thereof.

SECTION 7.03. Distribution of Property. If in the discretion of the Member it becomes necessary to make a distribution of Company property in kind in connection with the liquidation of the Company, such property shall be transferred and conveyed to the Member.

## **ARTICLE VIII MISCELLANEOUS**

SECTION 8.01. Amendments and Consents. This Agreement may be modified or amended only by the Member.

SECTION 8.02. Benefits of Agreement. This Agreement shall not confer any rights or remedies upon, and none of the provisions of this Agreement shall be enforceable by, any person or entity apart from the Member and its respective successors and permitted assigns.

SECTION 8.03. Integration. This Agreement constitutes the entire agreement pertaining to the subject matter hereof and supersedes all prior and contemporaneous agreements in connection therewith. No covenant, representation, or condition not expressed in this Agreement shall affect, or be effective to interpret, change, or restrict, the express provisions of this Agreement.

SECTION 8.04. Headings. The titles of Articles and Sections of this Agreement are for convenience only and shall not be interpreted to limit or amplify the provisions of this Agreement.

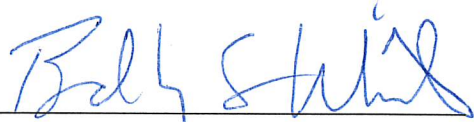
SECTION 8.05. Severability. Each provision of this Agreement shall be considered separable and if for any reason any provision or provisions hereof are determined to be invalid and contrary to any existing or future law, such invalidity shall not impair the operation of or affect those portions of this Agreement, which are valid.

SECTION 8.06. Applicable Law. This Agreement shall be construed in accordance with, and governed by, the laws of the State of Delaware, without regard to its conflict of law principles.

*[Remainder of page intentionally left blank]*

IN WITNESS WHEREOF, this Limited Liability Company Agreement has been duly executed by Eurus Solar Holdings LLC, as sole Member, effective as of the Effective Date.

**EURUS SOLAR HOLDINGS LLC,**  
a Delaware Limited Liability Company

By:   
Name: Bradley S. White  
Title: Sr. Vice President and Secretary

**SCHEDULE A**  
**INITIAL MANAGERS**

1. Satoshi Takahata
2. Bradley S. White

**INITIAL OFFICERS**

- |                     |                                     |
|---------------------|-------------------------------------|
| 1. Satoshi Takahata | President                           |
| 2. Bradley S. White | Senior Vice President and Secretary |



**REDACTED**

**EURUS SOLAR HOLDINGS LLC  
(FIRST TIER SUBSIDIARIES)**

**UNANIMOUS WRITTEN CONSENT OF MEMBER  
IN LIEU OF MEETING**

**THE UNDERSIGNED**, being the sole Member of the Delaware limited liability companies listed on Schedule A hereto (each, a "Company"), do hereby consent in writing that the following resolutions shall have the same force and effect as if adopted at a Meeting of the sole Member of each such Company:

1. **Appointment of Managers.**

**WHEREAS**, the sole Member deems it necessary to appoint the Managers of each Company for 2021;

**NOW, THEREFORE, BE IT:**

**RESOLVED**, that, pursuant to Section 6.01 of the Limited Liability Company Agreement of each Company (each, an "LLC Agreement"), the sole Member hereby appoints the following individuals as the Managers (as defined in the LLC Agreement) of each such Company to serve until the expiration of their term and until their successors are elected:

Hidenori Mitsuoka  
Bradley S. White

2. **Appointment of Officers.**

**WHEREAS**, the sole Member deems it necessary to appoint officers of each Company for 2021;

**NOW, THEREFORE, BE IT:**

**RESOLVED**, that, pursuant to Section 6.02 of each LLC Agreement, the sole Member hereby appoints the following individuals as the Officers of each such Company as of April 24, 2020 to serve until the expiration of their term and until their successors are elected:

<u>Title</u>	<u>Name</u>
President	Hidenori Mitsuoka
Senior Vice President & Secretary	Bradley S. White

**FURTHER RESOLVED**, that any actions taken by such officers of a Company prior to the adoption of the foregoing resolutions of the Member pursuant to this Unanimous Written

Consent that are within the authority conferred hereby are ratified, approved and confirmed as the acts and deeds of such Company; and

**IN WITNESS WHEREOF**, the undersigned sole Member has executed this Unanimous Written Consent as of the date set forth below.

**EURUS SOLAR HOLDINGS LLC**  
a Delaware limited liability company

Date: September 1, 2021

By:   
Name: Hiidenori Mitsuoka  
Title: President

**SCHEDULE A**

**EURUS SOLAR HOLDINGS LLC FIRST TIER SUBSIDIARIES**

[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
EE West End Solar LLC
[REDACTED]
[REDACTED]

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# **Attachment A-4. Unanimous Written Consent of Member**

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**EURUS SOLAR HOLDINGS LLC**

**UNANIMOUS WRITTEN CONSENT OF MEMBER**

**IN LIEU OF MEETING**

**THE UNDERSIGNED**, Eurus Solar Holdings LLC (the “Company”), hereby consents in writing that the following resolution shall have the same force and effect as if adopted at a Meeting of the Company:

**WHEREAS**, the Company is the sole Member of EE West End Solar LLC, a Delaware limited liability company (the “West End Solar”), pursuant to the Limited Liability Company Agreement of West End Solar, and, as such, has authority to direct the affairs of West End Solar; and,

**WHEREAS**, West End Solar has submitted a Preliminary Application for Site Certificate (“pASC”) to the State of Oregon Energy Facility Siting Council for a site certificate to develop and operate the West End Solar Project, a solar photovoltaic (PV) energy generation facility proposed for a site in Umatilla County, Oregon.

**NOW, THEREFORE, BE IT:**


**RESOLVED**, that, the Company, as sole Member of West End Solar, hereby confirms that it has granted West End Solar with full authority to submit the pASC and take all other measures necessary of applicants for ASC approval, and that this confirmation applies to all acts taken by West End Solar both in the past and in the future in relation to the ASC; and,

**FURTHER RESOLVED**, that any actions taken by West End Solar or its Managers with respect to the ASC prior to the adoption of this resolution are hereby are ratified, approved and confirmed as valid acts and deeds of West End Solar.

**IN WITNESS WHEREOF**, the undersigned sole Member has executed this Unanimous Written Consent as of the date set forth below.

**EURUS SOLAR HOLDINGS LLC,**  
a Delaware limited liability company

Date: June 13, 2022

By:  \_\_\_\_\_

Hidenori Mitsuoka  
President

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