



Act (the “Air Permits”).<sup>1</sup> The Commission approvals requested herein include a CPCN under PSL § 68 and lightened regulation under the PSL.

Greenidge respectfully requests expedited action on these requests in order to permit the Facility to be fully operational upon the issuance of the Air Permits by DEC, or as soon as possible thereafter. Greenidge anticipates that DEC will issue the Air Permits on or about November 1, 2015.

## **BACKGROUND**

### **1. Greenidge**

Greenidge is a wholly-owned subsidiary of Greenidge Generation Holdings LLC, which has two upstream members: Atlas Capital Resources (P) LP, a Delaware limited partnership, which owns less than five percent, and Atlas Capital Resources (A9) LP, also a Delaware limited partnership, which owns the remaining interest. Atlas Capital Resources (A9) LP owns no other businesses. Atlas Capital Resources (P) LP is wholly owned by Atlas Capital GP LP, a Delaware limited partnership, which in turn is wholly owned by Andrew M. Bursky and Timothy J. Fazio (“the Two Principals”).

### **2. The Facility**

The Facility is an existing 106.3 MW steam turbine generating station originally constructed by the New York State Electric & Gas Corporation (“NYSEG”) in 1953. By order dated December 3, 1998, the Commission authorized NYSEG to sell the Facility along with

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<sup>1</sup> See Combined Notice of Complete Applications, dated July 30, 2015. Pursuant to this Notice, DEC issued the following draft permits: a DEC initiated modification and renewal of the existing State Pollution Discharge Elimination System (“SPDES”) permit; new Title V Permit; new Title IV permit; and, an initial Water Withdrawal permit.

certain other generating facilities to AES NY, LLC (“AES”).<sup>2</sup> By order dated March 23, 1999, the Commission granted lightened regulation to AES Eastern Energy, L.P. (“AEE”), which was then the owner of the Facility.<sup>3</sup> In 2006, the Facility was upgraded by the installation of a multi-pollutant control system consisting of a NO<sub>x</sub>OUT CASCADE® hybrid selective non-catalytic reduction (“SNCR”)/selective catalytic reduction (“SCR”) system, a Turbosorp® circulating fluidized bed dry scrubbing (“CFBDS”) system, a baghouse, and an activated carbon injection (“ACI”) system. Combustion modifications were made at the same time.<sup>4</sup>

On September 17, 2010, AEE2, LLC (“AEE2”), a wholly owned subsidiary of AEE, informed the Commission that it was then the owner of the Facility and that it intended to place the Facility into protective lay-up on March 19, 2011. The Facility has remained in protective lay-up and has not produced electricity since that date. On December 31, 2011, AES, AEE and AEE2 filed for protection under the Bankruptcy laws. Due to the constraints imposed by the Bankruptcy proceeding, AEE2 informed the Commission by notice dated September 18, 2012, of its intention to permanently retire the Facility on September 21, 2012. Thereafter, the Facility was sold to GMMM Holdings LLC, which in turn sold the Facility to Greenidge in February of 2014.

Greenidge has applied to NYISO for a new interconnection agreement for the Facility. The System Reliability Impact Study (“SRIS”) for the Facility was approved by NYISO’s Operating Committee on February 5, 2015, and the Facility is now participating in NYISO’s

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<sup>2</sup> Case 96-E-0891, *In the Matter of New York State Electric & Gas Corporation’s Plans For Electric Rate/Restructuring Pursuant to Opinion No. 96-12*, Order Approving Transfer Of Electric Generation Facilities, Approving Contracts Upon A Condition, And Making Other Findings (Issued and Effective December 3, 1998).

<sup>3</sup> Case 99-E-0148, *AES Eastern Energy, L.P. and AES Creative Resources, L.P. - Petition for a Declaratory Ruling That Light-Handed Regulation Be Applied Concerning the Petitioner’s Purchase of Certain Electric Generating Assets From New York State Electric & Gas Corporation*, Order Providing For Lightened Regulation (Issued and Effective April 23, 1999).

<sup>4</sup> See <http://www.netl.doe.gov/File%20Library/Research/Coal/major%20demonstrations/ppii/greenidge/CCT-Topical-Report-28.pdf>.

2015 Class Year Facilities Study. Greenidge anticipates that it will obtain Energy Resource Interconnection rights from NYISO before the end of the year, and that it will obtain Capacity Resource Interconnection rights from NYISO by the Summer of 2016.

### **3. Existing Permits And Approvals**

Greenidge holds all of the state and local permits required for operation of the Facility except for the Air Permits and an initial water withdrawal permit. Specifically, Greenidge holds the following permits, each of which was issued prior to August 1, 2012, when the regulations implementing PSL Article 10 became effective,<sup>5</sup> and remains in effect to this date:

- State Pollution Discharge Elimination System (“SPDES”) permit;
- Petroleum Bulk Storage (“PBS”) Registration;
- Resource Conservation and Recovery Act (“RCRA”) EPA Generator ID;
- Energy Information Administration (“EIA”) registration;
- EPA Greenhouse Gas Reporting Rule account;
- Department of Homeland Security (“DHS”) Chemical Security Assessment Tool Registration.
- Town of Torrey building permits.

### **4. Additional Permits And Approvals Required For Operation**

The following additional state and federal permits and approvals must be obtained to return the existing Facility to operational status:<sup>6</sup>

DEC Permits. Greenidge has applied to DEC for Air Permits and an initial water withdrawal permit for the Facility. In light of the importance of the Air Permits, DEC has assumed lead agency status for a coordinated review under the State Environmental Quality

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<sup>5</sup> See 34 N.Y.S. Reg. Issue 31 at 42 (August 1, 2012).

<sup>6</sup> This list does not include the permits required for construction and operation of the Greenidge Pipeline, as that facility is not required for Greenidge to return the Facility to service and instead will be permitted and constructed separately.

Review Act (“SEQRA”) of the environmental impacts of returning the existing Facility to operation.

On July 30, 2015, DEC issued a Notice of Complete Application for the Air Permits and a declaration of its finding that returning the existing Facility to operation would have no significant adverse impacts on the environment. On August 12, 2015, DEC published notice that the following draft permits are available for 30 days for review and comment: Title V and Title IV; SPDES; and, water withdrawal. Under DEC’s draft Air Permits, the Facility is allowed to operate on biomass and natural gas as well as fuel oil (primarily for flame stabilization and startup) but will no longer be authorized to operate on coal. Greenidge will subsequently and voluntarily upgrade the Facility to enable it to operate entirely on natural gas. These upgrades will not alter the nameplate generating capacity of the Facility.

FERC Approvals. In addition to the DEC Permits, Greenidge will also need to obtain Market Based Rate authority from the Federal Energy Regulatory Commission (“FERC”) and approval of a new interconnection agreement with the New York State Electric & Gas Corporation (“NYSEG”) and the New York Independent System Operator, Inc. (“NYISO”) before the Facility may be restarted. Greenidge also intends to request that FERC find that the Facility is an Exempt Wholesale Generator (“EWG”) and therefore not subject to the requirements of the Public Utility Holding Companies Act of 2005.

##### **5. Greenidge’s Other Energy-Related Affiliates**

The Two Principals also own and operate a diversified group of manufacturing, distribution, service and trading businesses that operate in the automotive, building materials, capital equipment, energy, industrial services, packaging, pulp, paper and tissue, steel and

logistics, and supply chain management industries. The energy-related holdings of the Two Principals include the following:

Greenidge Pipeline LLC and Greenidge Pipeline Properties Corp. (collectively, “the Greenidge Pipeline Entities”). The Greenidge Pipeline Entities were formed to construct an intrastate natural gas pipeline that will connect the Facility to the Empire Connector interstate natural gas pipeline. The Greenidge Pipeline Entities are currently preparing an application for a Certificate of Environmental Compatibility and Public Need for this new pipeline facility under Article VII of the Public Service Law. It is anticipated that this new intrastate pipeline will operate under lightened regulation by the Commission. At the present time, the Greenidge Pipeline Entities have no plans to provide natural gas delivery services for any customer other than Greenidge.

Twin Rivers Paper Company LLC (“Twin Rivers”). Twin Rivers is a paper company with manufacturing facilities in Edmunston and Plaster Rock, New Brunswick, Canada, and Madawaska, Maine. Twin Rivers owns an approximately 38 MW biomass cogeneration facility located in Edmunston, New Brunswick, Canada. A portion of the output from this facility is sold to New Brunswick Power, with the remainder used in paper manufacturing.

Finch Paper LLC (“Finch Paper”). Finch Paper is a pulp and paper manufacturer located in Glenn Falls, New York. Finch Paper, a QF, owns and operates an approximately 29 MW cogeneration facility in Great Falls, NY. Finch Paper is the successor to Finch, Pruyn & Company (“Finch Pruyn”), which developed the facility in 1987. Finch Pruyn sold its cogeneration facility to Finch Paper on March 30, 2007. The output from this facility is either used by the pulp and paper facilities or sold to National Grid under a power purchase agreement that expires in 2018.

Detroit Renewable Energy LLC (“Detroit Renewable”). Detroit Renewable is a consortium of renewable-energy generation and distribution companies that provides the City of Detroit with clean energy and waste disposal solutions. The remaining interest in Detroit Renewable is owned by Thermal Ventures II LP (“Thermal Ventures”), a private equity firm that specializes in owning and operating district heating and cooling systems. Detroit Renewable was formed in 2010 to improve the operating efficiency, safety and reliability of Detroit's existing renewable energy and waste infrastructure.

Detroit Renewable Power. Detroit Renewable Power owns and operates an approximately 68 MW waste-to-energy biomass facility located in Detroit. The facility’s original developer, Greater Detroit Resource Recovery Authority (“GRDA”), self-certified as a Qualifying Facility in 1985. GRDA brought the plant on-line in 1989 and sold its electrical output to the predecessor to DTE Energy under a long term year PPA. GRDA subsequently sold the facility to Covanta, which continued to operate it as Michigan Waste Energy (“MWE”) until its power purchase agreement expired on September 30, 2009. On October 1, 2010, Covanta shut the plant down permanently and on November 16, 2010 sold it to Detroit Renewable, which returned it to service shortly thereafter.

## **ANALYSIS**

### **I. THE COMMISSION SHOULD ISSUE AN EXPEDITED CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY AUTHORIZING GREENIDGE TO OPERATE THE FACILITY**

In *Binghamton BOP LLC*, the Commission held that the owner of a generating plant who had complied with the Commission’s notice requirements for taking its facility out of service for a substantial period of time and thereafter sought to return that facility to service was required to

obtain a new CPCN from the Commission under PSL § 68.<sup>7</sup> Specifically, the Commission ruled that:

Because the Binghamton Plant was retired, its equipment at present no longer constitutes “electric plant” as defined in PSL §2(12). At the time new operations commence, however, the equipment will again become electric plant, and so PSL §68 permission in the form of a CPCN must be obtained before that operation can take place.<sup>8</sup>

The Commission recognized that this situation was “sui generis” and did not “involve the initial construction of an entirely new generating facility.”<sup>9</sup> Nonetheless the Commission held that the applicant in such circumstances must provide the applicable portions of information required by § 21.3 of its regulations, 16 N.Y.C.R.R. § 21.3 (2014). For the reasons set forth below, Greenidge’s application for a CPCN to operate the Facility satisfies the applicable portions of those regulations.<sup>10</sup>

**A. The Territory To Be Served (16 N.Y.C.R.R. § 21.3(a))**

As a merchant generating facility supplying the competitive wholesale markets operated by NYISO, the Facility will supply electric energy, capacity and other generation-related services to load serving entities operating throughout New York State and in neighboring control areas as well. The energy, capacity and other generation-related services provided by the Facility will be delivered to NYISO at the point of interconnection between the Facility and

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<sup>7</sup> See Case 05-E-0889, *Proceeding on Motion of the Commission to Establish Policies and Procedures Regarding Generation Unit Retirements*, Order Adopting Notice Requirements For Generation Unit Retirements (Issued and Effective December 20, 2005).

<sup>8</sup> Case 14-E-0372, *Binghamton BOP LLC - Petition for an Original Certificate of Public Convenience and Necessity and Establishing a Lightened Regulatory Regime*, Order Granting A Certificate Of Public Convenience And Necessity And Providing For Lightened Regulation, slip op. at 6-7 (Issued and Effective December 11, 2014)(footnote omitted).

<sup>9</sup> *Id.*, slip op at 7.

<sup>10</sup> To the extent that the Commission concludes that Greenidge requires Commission approval under PSL § 68 to exercise the rights granted to it under its existing building permits issued by the Town of Torrey, Greenidge respectfully requests that the Commission grant such approval as well. *Cf. In the Matter of the Application of Penn-York Natural Gas Corp. v. Maltbie*, 164 Misc. 569 (Albany County 1937).



NYSEG's existing Greenidge Substation, which is located immediately adjacent to the Facility in the Town of Torrey, Yates County, New York. Because this point of interconnection is located on property owned by Greenidge, no new municipal rights or privileges need to be obtained to allow Greenidge to commence operations.<sup>11</sup>

**B. The Plant And System To Be Constructed (16 N.Y.C.R.R. § 21.3(b))**

Because the Facility has been maintained in protective lay-up at all times since March 19, 2011, no construction within the Facility itself will be required to return the Facility to service. Instead, the only work within the Facility required for its return to service is the kind of routine maintenance required whenever a generating facility is returned to service after an outage. Greenidge estimates the total cost of this routine maintenance at less than \$275,000.

In the System Reliability Impact Study ("SRIS") Report for the Facility approved by NYISO's Operating Committee on February 13, 2015, NYISO Staff found that interconnection of the Facility would not adversely impact the reliability of the New York State Transmission System. In the SRIS Study that accompanied that report, NYSEG provided a preliminary evaluation of the upgrades required for the Facility to be interconnected to NYSEG's system. These upgrades are limited to: (1) replacement of two existing 34.5 kV breakers owned by Greenidge and used to receive station power from NYSEG; (2) replacement of certain existing metering facilities; and (3) construction by NYSEG of certain additional upgrades to its 34.5 kV facilities at the Greenidge Substation.<sup>12</sup>

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<sup>11</sup> A certified copy of the Articles of Organization of Greenidge Generation LLC, including amendments, is annexed to this petition as Attachment A.

<sup>12</sup> NYSEG has not responded to Greenidge's request for an explanation of the nature of these additional upgrades to its 34.5 kV substation facilities or why these upgrades are required for the reliable interconnection of the Facility to the Bulk Electric System. Greenidge anticipates that this issue will be resolved in the course of the NYISO interconnection process.

**C. Financing (16 N.Y.C.R.R. § 21.3(c))**

Greenidge owns the Facility free and clear of any liens or encumbrances. In light of the modest total cost of returning the Facility to service, Greenidge anticipates that it will have no difficulty in financing those expenditures without having to issue any notes, bonds or other evidences of indebtedness.

**D. Rates To Be Charged (16 N.Y.C.R.R. § 21.3(d))**

The rates that Greenidge intends to charge for energy, capacity and other generation-related services provided by the Facility will be established by the NYISO in accordance with its Market Administration and Control Area Tariff. As those rates are generally determined by competition and market mechanisms and vary from time to time depending on the supply and demand for the products in question, the precise amounts of those rates cannot be determined at this time.

**E. Estimated Revenues From Operations (16 N.Y.C.R.R. § 21.3(e))**

Because Greenidge proposes to operate the Facility on a merchant basis in New York's competitive wholesale markets and will therefore have no captive retail customers, Greenidge respectfully requests waiver of the requirement of section 21.3(e) of the Commission's regulations requiring CPCN applicants to provide an estimate of the "revenues to be derived from operations covered by the petition and the estimated expenses of such operations . . . for each of the first three years of service" as well as an estimate of the number of prospective customers to be served. As the Commission has noted in granting lightened regulation to wholesale merchant generators in many cases, there is no need for the Commission to review the financial decisions of merchant generators operating in such competitive markets:

So long as there is an effectively competitive wholesale generation market, the public interest does not require that we investigate the

financial manipulation or poor financial management of wholesale generators. We do not regulate the wholesale rates these providers charge, and the market will prevent them from charging higher electric rates even if their costs rise due to their poor management.<sup>13</sup>

This reasoning also requires that the Commission waive the requirements of section 21.3(e), as competitive market forces will similarly limit the prices Greenidge can charge for the generation-related services it will provide.

**F. The Public Interest (16 N.Y.C.R.R. §§ 21.3(f) and (g))**

Sections 21.3(f) and 21.3(g) of the Commission's regulations both require applicants for a CPCN to provide information demonstrating that operation of the generating facilities in question will serve the public interest. This test is clearly met in this case for several reasons. First, NYISO has performed an SRIS Study of the interconnection of the Facility to the New York State Transmission System and has concluded that such action will not adversely impact the reliability of the New York State Transmission System. Second, the Facility will provide needed energy, capacity, voltage support and other valuable generation-related services to NYSEG and NYISO on a purely merchant basis. In addition, returning the Facility to operational status will also create 10 new full-time jobs and stimulate economic development in Yates County, including providing the impetus for the construction of a new natural gas pipeline.

Greenidge and its affiliates plainly have both the financial resources and the experience to reliably operate the Facility in the public interest. And the air emissions of the Facility will be well within allowable limits under the Air Permits. Air emissions from the Facility will be further reduced once the Facility is upgraded to enable it to operate entirely on natural gas. Because the Facility will provide all of these benefits without imposing any costs or risks on

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<sup>13</sup> Case 98-E-1670, *Carr Street Generating Station, L.P. – Petition for an Original Certificate of Public Convenience and Necessity and For a Declaratory Ruling On Regulatory Regime*, Order Providing For Lightened Regulation, slip op. at 9 (Issued and Effective April 23, 1999)

captive retail customers, the Commission should find that issuance of the CPCN requested herein is required by the public interest.

**II. THE COMMISSION SHOULD ISSUE AN EXPEDITED DECLARATORY RULING GRANTING GREENIDGE LIGHTENED REGULATION AS A WHOLESALE MERCHANT GENERATOR**

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Greenidge respectfully requests that the Commission apply the same lightened regulatory regime to its operation of the Facility that the Commission has applied to other wholesale merchant generating facilities since its issuance of the Walkkill Order in 1994.<sup>14</sup> In the Walkkill Order and in subsequent decisions involving Carr Street Generating Station, L.P.<sup>15</sup> and AES Eastern Enterprises, L.P.,<sup>16</sup> the Commission relaxed the regulatory requirements it had traditionally imposed on vertically integrated utilities in light of the practical realities confronting wholesale merchant generators operating in the competitive markets administered by NYISO. In particular, the Commission ruled that wholesale generators are subject the Commission's jurisdiction under PSL §§ 11, 19, 24, 25 and 26, and are also subject to the requirements of PSL §§ 66(6), 68, 69, 69-a and 70. The Commission stated it would presume that PSL § 70 would not apply to transfers of ownership interests of such companies as long as there is no potential for the exercise of market power arising out of an upstream power transfer.

The Commission also held that most of the provisions of Article 6 would not apply to wholesale generators, except where their capacity is marketed by affiliated power marketers, in

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<sup>14</sup> Case 91-E-0350, *Walkkill Generating Co., L.P.*, Order Establishing Regulatory Regime (Issued and Effective April 11, 1994).

<sup>15</sup> Case 98-E-1760, *Carr Street Generating Station, L.P. – Petition for an Original Certificate of Public Convenience and Necessity and for a Declaratory Ruling on Regulatory Regime*, Order Providing for Lightened Regulation (Issued and Effective April 23, 1999).

<sup>16</sup> Case 99-E-0148, *AES Eastern Energy, L.P. and AES Creative Resources, L.P. – Petition for a Declaratory Ruling That Light-Handed Regulation Be Applied Concerning the Petitioner's Purchase of Certain Electric Generating Assets from New York State Electric & Gas Corporation*, Order Providing for Lightened Regulation (Issued and Effective April 23, 1999).

which case they would be required to comply with PSL § 110(2). Generators that are organized as limited partnerships would not be subject to PSL § 110(1). The Commission also required wholesale generators to comply with PSL § 119-b regarding the protection of underground facilities from damage by excavators. The Commission determined that the remaining provisions of Article 6 either do not pertain to wholesale generators or would unnecessarily hinder competitive wholesale generators by interfering with their flexibility to structure the financing and ownership of their facilities.

The Commission should issue a declaratory ruling extending the same lightened regulatory regime approved in these orders to Greenidge. Greenidge proposes to operate the Facility on a merchant basis in wholesale markets administered by NYISO and therefore has no captive retail customers requiring the protection of cost-based rates. In addition to the 106.3 MW Facility, Greenidge affiliates own and operate only one other generating facility in New York State: a 29 MW cogeneration facility in Glens Falls, New York. The small size of these generating facilities plainly precludes Greenidge and its affiliates from exercising horizontal market power in any relevant geographic and product market in New York State.

Greenidge also lacks vertical market power in any relevant geographic and product market in New York State. Neither Greenidge nor any of its affiliates own or operate any facilities for the transmission or distribution of electric power other than the equipment connecting the Facility to NYSEG's 115 kV transmission system. With the exception of the proposed new intrastate pipeline discussed above, neither Greenidge nor any of its affiliates own or operate any facilities in New York State for the transmission or distribution of natural gas. Accordingly, the Commission should subject Greenidge to lightened regulation on the same basis as other wholesale merchant generating facilities operating in New York State.

### **III. GRANTING THE RELIEF REQUESTED HEREIN WILL NOT HAVE A SIGNIFICANT EFFECT ON THE ENVIRONMENT**

The DEC has already concluded that operation of the existing Facility in accordance with the terms of its proposed draft Air Permits, draft water withdrawal permit and draft SPDES permit will not have a significant adverse effect on the environment. As a state agency participating in coordinated review of that project under New York's State Environmental Quality Review Act, the Commission is bound by that determination in this proceeding.

Moreover, the approvals requested in this proceeding are virtually identical to the approvals for return of the Binghamton BOP facility to operational status, which the Commission granted in Case 14-E-0372, where the Commission found that the granting of a CPCN to authorize the return to operational status of an existing 47 MW cogeneration plant in Binghamton, New York, was an Unlisted Action as defined in 6 N.Y.C.R.R. § 617.2 and would not result in significant adverse environmental impacts.<sup>17</sup>

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<sup>17</sup> Case 14-E-0372, *Binghamton BOP LLC - Petition for an Original Certificate of Public Convenience and Necessity and Establishing a Lightened Regulatory Regime*, Order Granting A Certificate Of Public Convenience And Necessity And Providing For Lightened Regulation (Issued and Effective December 11, 2014).

**CONCLUSION**

**WHEREFORE**, for the above-stated reasons, Greenidge Generation LLC respectfully requests that the Commission issue an expedited order granting it a Certificate of Public Convenience and Necessity authorizing it to operate the existing Facility and establishing a lightened regulatory regime for Greenidge Generation LLC as an electric generator selling exclusively at wholesale.

Respectfully submitted,

/s/

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George M. Pond, Esq.  
Barclay Damon, LLP  
80 State Street  
Albany, New York 12207  
TEL: 518.429.4232  
FAX: 518.427.3486  
[gpond@barclaydamon.com](mailto:gpond@barclaydamon.com)

Attorney for Greenidge Generation LLC

Dated: September 9, 2015

**ATTACHMENT A**

**CERTIFIED COPY OF  
THE ARTICLES OF ORGANIZATION OF  
GREENIDGE GENERATION LLC**



**STATE OF NEW YORK**  
**DEPARTMENT OF STATE**

I hereby certify that the annexed copy for GREENIDGE GENERATION LLC, File Number 121130000199 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.



WITNESS my hand and official seal of the  
Department of State, at the City of Albany, on  
July 16, 2015.

A handwritten signature in cursive script that reads "Anthony Giardina".

Anthony Giardina  
Executive Deputy Secretary of State

Rev. 06/07

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New York State  
Department of State  
Division of Corporations, State Records  
and Uniform Commercial Code  
Albany, NY 12231

*(This form must be printed or typed in black ink)*

## ARTICLES OF ORGANIZATION OF

GMMM Greenidge LLC  
*(Insert name of Limited Liability Company)*

Under Section 203 of the Limited Liability Company Law

**FIRST:** The name of the limited liability company is: GMMM Greenidge LLC

**SECOND:** The county, within this state, in which the office of the limited liability company is to be located is: Yates

**THIRD:** The Secretary of State is designated as agent of the limited liability company upon whom process against it may be served. The address within or without this state to which the Secretary of State shall mail a copy of any process against the limited liability company served upon him or her is:

GMMM Holdings I, LLC

800 East Elizabeth Avenue

Linden, NJ 07036 USA

Anthony Frassetti  
*(signature of organizer)*

Anthony Frassetti  
*(print or type name of organizer)*

121130000 199

OPALID: 1350311

# ARTICLES OF ORGANIZATION OF

GMMM Greenidge LLC  
(Insert name of Limited Liability Company)

Under Section 203 of the Limited Liability Company Law

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Filed by: George Sitaras  
(Name)

Sitaras & Associates, P.C.  
33 Whitehall Street, 16th Floor  
(Mailing address)

New York, NY 10004 USA  
(City, State, Zip code, and Country)

Note: This online form was prepared by the NYS Department of State and the New York State Office of Information Technology Services (ITS) for filing articles of organization for a domestic limited liability company. It does not contain all option provisions under the law. You are not required to use this form. You may draft your own form or use forms available at legal stationery stores. The Department of State recommends that legal documents be prepared under the guidance of an attorney. The certificate must be submitted with filing fee.

ICC  
STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED NOV 30 2012

TAX \$ \_\_\_\_\_  
BY: JCH

JCH

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**STATE OF NEW YORK**  
**DEPARTMENT OF STATE**

I hereby certify that the annexed copy for GREENIDGE GENERATION LLC, File Number 140303000197 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on July 16, 2015.

A handwritten signature in cursive script that reads "Anthony Giardina".

Anthony Giardina  
Executive Deputy Secretary of State

Rev. 06/07

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New York State  
Department of State  
Division of Corporations, State Records  
and Uniform Commercial Code  
One Commerce Plaza, 99 Washington Avenue  
Albany, NY 12231  
www.dos.ny.gov

CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF ORGANIZATION  
OF

GMMM Greenidge LLC

*(Insert Name of Domestic Limited Liability Company)*

Under Section 211 of the Limited Liability Company Law

FIRST: The name of the limited liability company is:

GMMM Greenidge LLC

If the name of the limited liability company has been changed, the name under which it was organized is:

SECOND: The date of filing of the articles of organization is: November 30, 2012

THIRD: The amendment effected by this certificate of amendment is as follows: (Set forth each amendment in a separate paragraph providing the subject matter and full text of each amended paragraph. For example, an amendment changing the name of the limited liability company would read as follows: Paragraph *First* of the Articles of Organization relating to *the limited liability company name* is hereby amended to read as follows: *First: The name of the limited liability company is ... (new name) ...* )

Paragraph First of the Articles of Organization relating to  
the limited liability company name

is hereby amended to read as follows:

First: The name of the limited liability company is: Greenidge Generation LLC

Paragraph Third of the Articles of Organization relating to

the address to which the Secretary of State shall mail a copy of any process against the limited liability company served upon him or her

is hereby amended to read as follows:

**THIRD:** The Secretary of State is designated as agent of the limited liability company upon whom process against it may be served. The address within or without this state to which the Secretary of State shall mail a copy of any process against the limited liability company served upon him or her is: c/o C T CORPORATION SYSTEM, 111 Eighth Avenue, New York, New York 10011

CSI-01

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X [Signature]  
(Signature)  
Timothy J. Fazio  
(Type or print name)

Capacity of signer (Check appropriate box):

- Member
- Manager
- Authorized Person

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CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF ORGANIZATION  
OF

GMMM Greenidge LLC

(Insert Name of Domestic Limited Liability Company)

Under Section 211 of the Limited Liability Company Law

Filed by: Andrews Kurth LLP  
(Name)  
600 Travis, Suite 4200  
(Mailing address)  
Houston, Texas 77002  
(City, State and Zip code)

1cc  
STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED MAR 03 2014

TAX \$

BY: LAP

NOTE: This form was prepared by the New York State Department of State for filing a certificate of amendment of a domestic limited liability company. It does not contain all optional provisions under the law. You are not required to use this form. You may draft your own form or use forms available at legal supply stores. The Department of State recommends that legal documents be prepared under the guidance of an attorney. The certificate must be submitted with a \$60 filing fee made payable to the Department of State.

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CSI-01

DRAWDOWN ACCOUNT!

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**ATTACHMENT B**

**VERIFICATION OF**  
**DALE IRWIN**



