

Attachment 4



"Refusing to go with the flow"

November 7, 2012

Steve Timpano
Maine Inland Fisheries and Wildlife
284 State Street
State House Station 41
Augusta, Maine 04333

Mr. Timpano,

Cooke Aquaculture USA Inc. is in the initial stages of the lease application process for an aquaculture lease site off of Big Libby Island in Machias Bay, Machiasport. As part of the application process, Cooke Aquaculture USA Inc. is required to get a signed statement to confirm the proposed lease either does not fall within the boundary of an Essential Habitat or that the MDIF&W is under preliminary review and will grant approval for the MDMR to issue an aquaculture lease.

I have enclosed a copy of the proposed lease area. If you have any questions or concerns, please contact me at 853-6081. Thank-you for your assistance.

Sincerely,

Jennifer Robinson
Compliance Officer

Jennifer Robinson

From: Jennifer Robinson
Sent: Thursday, April 03, 2014 8:20 AM
To: 'John.perry@maine.gov'
Subject: Essential Habitat
Attachments: Letter to IF&W November 2012.pdf; Three Libby Island 2 graphics.docx

Good Morning John,

My name is Jennifer Robinson, I am the Compliance Officer for Cooke Aquaculture USA Inc.. We are in the process of applying for a new lease off of Big Libby Island in Machias Bay, as part of the DMR process we are required to provide a signed statement to confirm that either the proposed lease does not fall within the boundary of an Essential Habitat or that MDIF&W will grant approval for the MDMR to issue an aquaculture lease within part or all of the boundary of a designated Essential Habitat. I had originally sent a letter to Steve Timpano, however I have recently become aware that Steve has not been employed by MDIF&W for some time and was given your name as a contact. I have attached the original letter and maps of the area that I had sent back in November 2012 for your review. If you are not the correct contact person for this, can you please let me know who I should contact? If you have any questions regarding this, please feel free to contact me through email or at 207-853-6081 ext. 2.

Thank-you for your assistance with this matter,
Jennifer

Jennifer Robinson
Compliance Officer
Cooke Aquaculture USA Inc.
PO Box 263
Essex Head Road
Eastport, ME 04631

207.853.6081 (office)
207.214.6099 (mobile)
207.853.6036 (fax)

Attachment 5

Attachment 5

Maine DMF Agriculture Lease Transfer Application

- RIPARIAN OWNERS LIST -

THIS LIST MUST BE
CERTIFIED

On this list, please show the current owners' names and mailing addresses for all shorefront parcels within 1,000 ft. of the proposed emergency lease site. Ask the Town Clerk to complete the certification form below. If the parcels are within more than one municipality, provide a separate, certified, riparian list for each municipality.

TOWN OF: _____

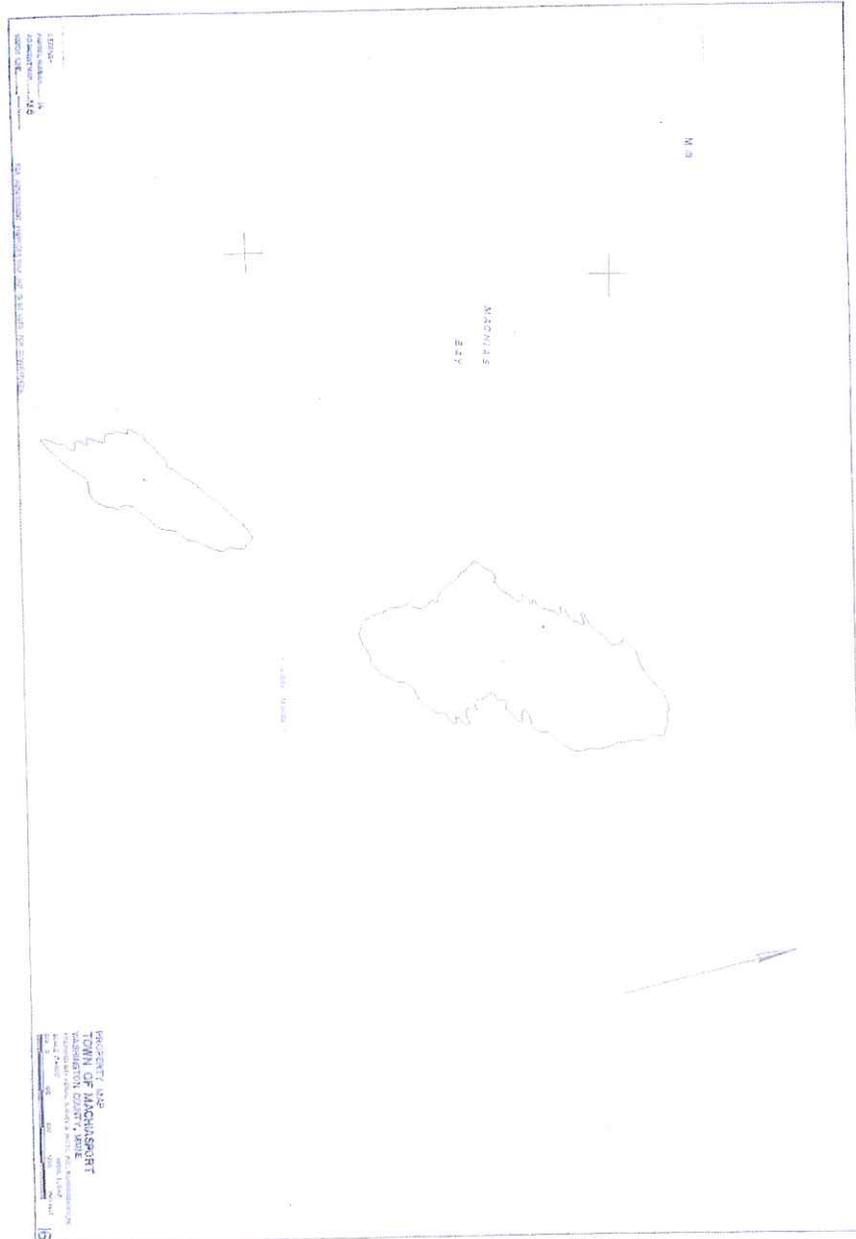
| MAP # | LOT # | Landowner name(s) and address(es) |
|-------|-------|--|
| 16 | 1 | State of Maine Dept. of Environmental Protection 41 State House Station Augusta, Maine 04333 |
| 16 | 2 | United States Dept. of Commerce U.S. Fish & Wildlife Service PO Box 274 Bethbridge, Maine 04913 |

CERTIFICATION

I, Cynthia M. Carter, ^{Mayor} Town Clerk of Northwest, certify

that the names and addresses of the property owners listed above are those listed by this municipality and are current as of this date.

SIGNED: Cynthia M. Carter DATE: 5-14-13 SEAL:



Attachment 6



December 18, 2012

Maine Department of Marine Resources
21 State House Station
Augusta, Maine 04333-0021

Ref: Marine aquaculture lease application for Libby Island 2 Site

The Bank is an agent and a lender in a syndicate of lenders funding the operations of Cooke Aquaculture USA Inc. and its parent company, True North Salmon US Inc.

This is to confirm that Cooke Aquaculture USA Inc. along with other companies in the Cooke Aquaculture Inc. group of companies is funded under a syndicated operating credit facility. At present, these companies have an undrawn borrowing capacity of \$8,600,000 CAD available to fund their operations. Assuming that the project listed above to expand the Libby Island 2 Site, is within this borrowing capacity, there would be sufficient financial resources and credit in place to be able to adequately fund activities for the proposed aquaculture development on the ~~Cross~~ ^{Libby} Island leasehold location.

I trust the foregoing is sufficient for your purposes.

Yours truly,

A blue ink signature of Luc Bernier, written in a cursive style.

Luc Bernier
Director, Corporate Banking

Attachment 7

DOMESTIC
BUSINESS CORPORATION
STATE OF MAINE
ARTICLES OF INCORPORATION

Filing Fee \$145.00
File No. 20052235 D - Pages 2
Fee Paid \$ 145
DCH 2051251300007 ARTI
FILED
05/05/2005
Stephen L. Fugate
Deputy Secretary of State
A True Copy When Attested By Signature
Deputy Secretary of State

This is a professional corporation formed pursuant to Title 26-A, Chapter 223A to provide the following professional services:

Pursuant to Title 26-A, §202, the undersigned executes and delivers the following Articles of Incorporation:

FIRST: The name of the corporation is Phoenix Salmon US Inc.

SECOND: The name of its initial clerk, who may be a Maine resident, and the address of the initial registered office shall be:
Daniel G. McKay
50 Exchange St., Bangor, ME 04401
P.O. Box 1210, Bangor, ME 04402-1210

THIRD: There shall be only one class of shares. The number of authorized shares is 3,000.
Optional Name of Class: Common

FOURTH: The corporation will have a board of directors.

FIFTH: The number of directors is limited as follows: not less than 3 nor more than 7 directors.

SIXTH: To the extent consistent with law, officers and directors shall have no liability to the Corporation or its shareholders for money damages for an act or omission taken or suffered to be taken or omitted in the course of discharging their duties.

SEVENTH: To the extent consistent with law, officers and directors shall have no liability to the Corporation or its shareholders for money damages for an act or omission taken or suffered to be taken or omitted in the course of discharging their duties.

EIGHTH: To the extent consistent with law, officers and directors shall have no liability to the Corporation or its shareholders for money damages for an act or omission taken or suffered to be taken or omitted in the course of discharging their duties.

STATE OF MAINE
ARTICLES OF MERGER
OR
SHARE EXCHANGE

File No. 20052235 D Pages 7
File No. 19950067DC 19961625 D 19932362 D
File No. 19992075 D 19872628 D 19900031 D
Form Paid \$ 100
DCM 2113141000024 MERG
FILED 11/10/2011 EFFECTIVE 11/10/2011

Pursuant to 13-C MRSA §110b, the undersigned survivor of the merger or the acquiring corporation in a share exchange executes and delivers the following Articles of Merger or Share Exchange

Julia R. Flynn
Deputy Secretary of State
A True Copy Where Attested By Signature
Julia R. Flynn
Deputy Secretary of State

FIRST: The names, type of entity, jurisdiction of the parties to the merger or share exchange and the date on which the merger or share exchange occurred or is to be effective

| <u>Name</u> | <u>Type of Entity</u> | <u>Jurisdiction</u> | <u>Date</u> |
|--|---------------------------|---------------------|-------------|
| Atlantic Salmon of Maine Limited Liability Company | Limited Liability Company | Maine | Filing |
| Cobscook Bay Salmon | Corporation | Maine | Filing |
| Island Aquaculture Company | Corporation | Maine | Filing |
| L. R. Enterprises, Inc. | Corporation | Maine | Filing |

Names, type of entity, jurisdiction and effective date of the additional parties to the merger or share exchange are attached as Exhibit A and made a part hereof

SECOND: The name and jurisdiction of incorporation of the surviving entity

| <u>Name</u> | <u>Jurisdiction</u> |
|------------------------|---------------------|
| Phoenix Salmon US Inc. | Maine |

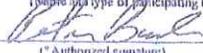
THIRD: The executed agreement or plan of merger is on file at the principal place of business of the surviving business entity. A copy of the agreement or plan of merger will be furnished by the surviving entity, on request and without cost, to any shareholder of any constituent corporation and any record owner of interests in any other business entity that participated in the merger. The address of such place of business is as follows:

874 Main Street, Blacks Harbour
New Brunswick, Canada E5H 1R6

Exhibit A – Article First Continued:

| <u>Name</u> | <u>Type of Entity</u> | <u>Jurisdiction</u> | <u>Date</u> |
|--------------------------|-----------------------|---------------------|-------------|
| Maine Coast Nordic | Corporation | Maine | Filing |
| Treat's Island Fisheries | Corporation | Maine | Filing |
| Phoenix Salmon US Inc. | Corporation | Maine | Filing |

**Seventh.
Must Be Completed By the First Party to the Merger**

| | |
|---|-----------------------------------|
| Phoenix Salmon US Inc. | 11/9/2011 |
| (Name and type of participating business entity) | (Date) |
|  | Peter Buck |
| (* Authorized signature) | Vice President Finance |
| (* Authorized signature) | (Type or print name and capacity) |

Must Be Completed By the Second Party to the Merger

| | |
|--|-----------------------------------|
| | |
| (Name and type of participating business entity) | (Date) |
| | |
| (* Authorized signature) | (Type or print name and capacity) |
| | |
| (* Authorized signature) | (Type or print name and capacity) |

Must Be Completed By the Third Party to the Merger

| | |
|--|-----------------------------------|
| | |
| (Name and type of participating business entity) | (Date) |
| | |
| (* Authorized signature) | (Type or print name and capacity) |
| | |
| (* Authorized signature) | (Type or print name and capacity) |

(Copy this page, and modify participant number, if more signature spaces are needed.)

*Articles MUST be signed as follows:

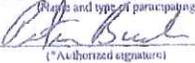
- (1) If a corporation is a party to the merger/share exchange, this document must be signed by an officer or other duly authorized representative on behalf of each party (11-C MRSA §1106.1)
- (2) If a limited partnership is a party to the merger/share exchange, this document must be signed by each general partner listed in the certificate of limited partnership (11 MRSA §1138.1)
- (3) If a limited liability company is a party to the merger/share exchange, this document must be signed by
 - (a) at least one manager OR
 - (b) at least one member if the limited liability company is managed by the members OR
 - (c) any duly authorized person.

The execution of this certificate constitutes an oath or affirmation, under the penalties of false swearing under 17-A MRSA §153.

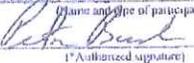
Please remit your payment made payable to the Maine Secretary of State.

Submit completed form to: Secretary of State
 Division of Corporations, UCC and Commissions
 101 State House Station
 Augusta, ME 04333-0101
 Telephone Inquiries: (207) 624-7752 Email Inquiries: CEC.Corporations@Maine.gov

Must Be Completed By the First Party to the Merger

Atlantic Salmon of Maine Limited Liability Company 11/9/2011
(Name and type of participating business entity) (Date)
 Peter Buck
(*Authorized signature) Vice President Finance, duly authorized
(Type or print name and capacity)
(*Authorized signature) (Type or print name and capacity)

Must Be Completed By the Second Party to the Merger

Cobscook Bay Salmon 11/9/2011
(Name and type of participating business entity) (Date)
 Peter Buck
(*Authorized signature) Vice President Finance
(Type or print name and capacity)
(*Authorized signature) (Type or print name and capacity)

Must Be Completed By the Third Party to the Merger

Inland Aquaculture Company 11/9/2011
(Name and type of participating business entity) (Date)
 Peter Buck
(*Authorized signature) Vice President Finance
(Type or print name and capacity)
(*Authorized signature) (Type or print name and capacity)

(Copy this page, and modify participant number, if more signature spaces are needed.)

*Articles MUST be signed as follows

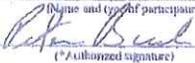
- (1) If a corporation is a party to the merger/share exchange, this document must be signed by an officer or other duly authorized representative on behalf of each party (17-A M.R.S.A. §1106-1)
- (2) If a limited partnership is a party to the merger/share exchange, this document must be signed by each general partner listed in the certificate of limited partnership (17-A M.R.S.A. §1125-1)
- (3) If a limited liability company is a party to the merger/share exchange, this document must be signed by
 - (a) at least one manager OR
 - (b) at least one member if the limited liability company is managed by the members OR
 - (c) any duly authorized person

The execution of this certificate constitutes an oath or affirmation, under the penalties of false swearing under 17-A M.R.S.A. §145

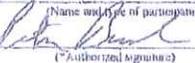
Please remit your payment made payable to the Maine Secretary of State

Submit completed form to **Secretary of State**
 Division of Corporations, UCC and Commissions
 101 State House Station
 Augusta, ME 04333-0101
 Telephone Inquiries (207) 624-7752 Email Inquiries CEC@corporations.state.maine.gov

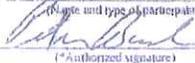
FOURTH
Must Be Completed By the ~~OTHER~~ Party to the Merger

| | |
|--|--|
| <u>L. R. Enterprises, Inc.</u> | <u>11/9/2011</u> |
| <small>(Name and type of participating business entity)</small> | <small>(Date)</small> |
| <u></u> | <u>Peter Buck</u> |
| <small>(*Authorized signature)</small> | <u>Vice President Finance</u> |
| <small>(*Authorized signature)</small> | <small>(Type or print name and capacity)</small> |

FIFTH
Must Be Completed By the ~~Second~~ Party to the Merger

| | |
|--|--|
| <u>Maine Coast Nordic</u> | <u>11/9/2011</u> |
| <small>(Name and type of participating business entity)</small> | <small>(Date)</small> |
| <u></u> | <u>Peter Buck</u> |
| <small>(*Authorized signature)</small> | <u>Vice President Finance</u> |
| <small>(*Authorized signature)</small> | <small>(Type or print name and capacity)</small> |

SIXTH
Must Be Completed By the ~~THIRD~~ Party to the Merger

| | |
|--|--|
| <u>Treat's Island Fisheries</u> | <u>11/9/2011</u> |
| <small>(Name and type of participating business entity)</small> | <small>(Date)</small> |
| <u></u> | <u>Peter Buck</u> |
| <small>(*Authorized signature)</small> | <u>Vice President Finance</u> |
| <small>(*Authorized signature)</small> | <small>(Type or print name and capacity)</small> |

(Copy this page, and modify participant number, if more signature spaces are needed.)

*Articles MUST be signed as follows

- (1) If a corporation is a party to the merger/share exchange, this document must be signed by an officer or other duly authorized representative on behalf of each party (33-C M.R.S.A. §1106-1)
- (2) If a limited partnership is a party to the merger/share exchange, this document must be signed by each general partner listed on the certificate of limited partnership (31 M.R.S.A. §1426-1)
- (3) If a limited liability company is a party to the merger/share exchange, this document must be signed by
 - (a) at least one manager OR
 - (b) at least one member if the limited liability company is managed by the members OR
 - (c) any duly authorized person

The execution of this certificate constitutes an oath or affirmation, under the penalties of false swearing, under 17-A M.R.S.A. §433.

Please remit your payment made payable to the Maine Secretary of State

Submit completed form to: **Secretary of State**
Division of Corporations, UCC and Commissions
 101 State House Station
 Augusta, ME 04333-0101
 Telephone Inquiries: (207) 624-7752 Email Inquiries: UCC_Corporations@Maine.gov

- FOURTH:** ("X" one box only)
- If the organizing document of the survivor of a merger is amended, the amendments to the survivor's organizing document are attached as Exhibit B, and made a part hereof.
 - If the result of the merger or share exchange creates a new corporation, attached is Exhibit _____ which contains all the provisions required to be set forth in its public organic document with any other desired provisions that are permitted. (Attach form ABC-A-6-1, for a domestic business corporation)
- FIFTH:** The future effective date of the articles of merger or share exchange (if other than the date of filing of the articles of merger or share exchange) is _____.
- SIXTH:** ("X" if applicable)
- The plan was duly approved by the shareholders and, if voting by any separate voting group was required, by each separate group in the manner required by Title 13-C and the corporation's articles of incorporation.
 - The plan of merger or share exchange did not require approval by the shareholders.
- SEVENTH:** ("X" if applicable)
- The participation of the foreign corporation was duly authorized as required by the organic law of the corporation.
 - The participation of the eligible entity was duly authorized as required by the organic law of that entity.
- EIGHTH:** When a merger becomes effective, a foreign corporation or a foreign eligible entity that is the survivor of the merger is deemed to appoint the Secretary of State as its agent for service of process in a proceeding to enforce the rights of shareholders of each domestic corporation that is a party to the merger who exercise appraisal rights. The foreign corporation or the foreign other entity shall provide the mailing address to which the Secretary of State may mail a copy of any process served on the Secretary of State.
- (inserting address)
- NINTH:** The foreign corporation or foreign eligible entity agrees that it will promptly pay the amount, if any, to which the shareholders are entitled under chapter 13 of Title 13-C.
- TENTH:** The merger was effected in compliance with the laws applicable to mergers of all parties to the merger.
- ELEVENTH:** There is an agreement that the surviving corporation or eligible business entity shall continue to comply with all provisions of all laws applicable to mergers of all parties to the merger, including, without limitation, provisions on payment of amounts to which assessing shareholders are entitled.

Exhibit B -- Article Fourth:

The Articles of Incorporation of the Surviving Entity are hereby amended to change the legal name of the Surviving Corporation to "Cooke Aquaculture USA Inc."