

State of Idaho

Office of the Secretary of State

AMENDED CERTIFICATE OF REGISTRATION

OF

UNIMIN CORPORATION

File Number C 73719

I, LAWRENCE DENNEY, Secretary of the State, hereby certify that an Application for Amended Foreign Registration has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Amended Certificate of Foreign Registration to reflect the name change from UNIMIN CORPORATION to COVIA HOLDINGS CORPORATION and attach hereto a duplicate of the application for such amended certificate.

Dated: June 1, 2018



Lawrence Denney
SECRETARY OF STATE

By *[Signature]*



AMENDMENT OF FOREIGN REGISTRATION STATEMENT

Title 30, Chapter 21, Idaho Code

Filing fee: \$30 typed, \$50 not typed

Complete and submit the application in duplicate.

2018 JUN -1 PM 2:51

SECRETARY OF STATE
STATE OF IDAHO

1. Entity name: Unimin Corporation

2. The entity name is amended to: Covia Holdings Corporation

a. If the new name is not available or permissible in Idaho, the name to be used in Idaho is:

3. The entity type is amended to:

- | | |
|--|--|
| ☐ Business Corporation | ☐ General Partnership |
| ☐ Nonprofit Corporation | ☐ General Cooperative Association |
| ☐ Limited Liability Partnership | ☐ Limited Partnership (including a limited liability limited partnership) |
| ☐ Limited Liability Company | ☐ Statutory Trust, Business Trust, or Common-law Business Trust |

☐ Other: _____
(Provide unlisted foreign entity type here)

4. The entity's jurisdiction is amended to: _____

5. The street and mailing address(es) of its principal office is amended to:

(Street Address)

(Mailing Address, if different)

6. The name, capacity, and mailing address of the governor(s) is amended to:

(Name) (Capacity) (Address)

(Name) (Capacity) (Address)

Typed Name: Richard M. Solazzo

Signature: *Richard M. Solazzo*

Capacity: Sr. VP

Secretary of State use only

IDAHO SECRETARY OF STATE

06/01/2018 05:00

CK: PREPAID CT: 278665 BH: 1646766

1@ 30.00 = 30.00 AMD FOR RE #2

1@ 20.00 = 20.00 EXPEDITE C #3

C73719

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COVIA HOLDINGS CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIRST DAY OF JUNE, A.D. 2018.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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



739808 8300

SR# 20184851224

You may verify this certificate online at corp.delaware.gov/authver.shtml

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

Authentication: 202803588

Date: 06-01-18



State of Idaho

DEPARTMENT OF WATER RESOURCES

Western Region • 2735 W AIRPORT WAY • BOISE, ID 83705-5082

Phone: (208)334-2190 • Fax: (208)334-2348 • Website: www.idwr.idaho.gov

C.L. "Butch" Otter
Governor

Gary Spackman
Director

October 09, 2018

COVIA HOLDINGS CORPORATION
121 SAINT ANDREWS CT
MANKATO MN 56001-8658

Re: Change in Ownership for Water Right No(s): 65-1101, 65-1131B, 65-1131C, & 65-12832

Dear Water Right Holder(s):

The Department of Water Resources (Department) acknowledges the receipt of correspondence changing ownership of the above referenced water right(s) to you. The Department has modified its records and has enclosed a computer-generated report for you.

Updating the ownership record for a water right does not reconfirm the validity of the right. When processing a Notice of Change in Water Right Ownership, the Department does not review the history of water use to determine if the right has been forfeited or deliberately abandoned through five years or more of non-use. To read more about water right forfeiture, including how to protect a water right from forfeiture, please see Idaho Code §§ 42-222 and 42-223.

Please note, water right owners are required to report any change of water right ownership and any change of mailing address to the Department within 120 days of the change. Reporting forms are available from any office of the Department, or from the Department's website.

If you have any questions concerning the enclosed information, please contact me at (208) 334-2190.

Sincerely,

Anna Kaiser
Office Specialist II

Enclosure(s)



September 5, 2018

Idaho Department of Water Resources
Anna Kaiser
Office Specialist II
2735 W Airport Way
Boise, ID 83705

**Subject: Unimin Corporation Name Change Notification – Emmett Facility
Water Rights 65-1101, 65-1131B, 65-1131C, 65-12832**

Dear Anna:

Please accept the attached documentation as requested in your August 20, 2018 correspondence. Should you have any questions or require additional information, please contact Jamie Swenson at Jamie.Swenson@coviacorp.com or (507) 386-2111.

Sincerely,
COVIA HOLDINGS CORPORATION

A handwritten signature in blue ink, appearing to read 'DSL', is written over the printed name of Douglas S. Losee.

Douglas S. Losee
V.P. Environmental

Enclosures:
Copies of Transfer of Water Rights (4)
\$100 Filing Fee
Updated Notice of Change in Water Right Ownership Form

eCopies to:
Kerry Kelley, Plant Manager – Emmett Facility



State of Idaho

DEPARTMENT OF WATER RESOURCES

Western Region • 2735 Airport Way • Boise, Idaho 83705-5082

Phone: (208) 334-2190 • Fax: (208) 334-2348 • Website: www.idwr.idaho.gov

C.L. "BUTCH" OTTER
Governor

GARY SPACKMAN
Director

August 20, 2018

COVIA HOLDINGS CORPORATION
121 ST. ANDREWS COURT
MANKATO MN 56001

RE: Ownership Change for Water Right No's: 65-12832, 65-1131B & 65-1131C

Dear Applicants,

The Department of Water Resources acknowledges receipt of your request for an ownership change on the water right mentioned above. However, after reviewing the request, it was determined the form was not completed and additional documentation is needed to complete this request.

Please complete and submit the requested documentation listed below:

- A copy of the conveyance document – warranty deed, quitclaim deed, court decree, contract of sale, etc. **The conveyance document must include a legal description of the property or description of the water right(s) if no land is conveyed.**
- The filing fee for a Notice of Change in Water Right Ownership is \$25.00 **per** undivided water right or a fee of \$100.00 per split water right. Four water rights are included in the application for a total fee of \$100.00.
- Water Right 65-222352 is not a valid water right number. Please verify the information provided on the application is correct.

Because the Department cannot process this request at this time, we will hold any action on your notice pending receipt of the necessary documentation. If we do not receive the required documentation within 30 days, the notice will be returned and will not be processed.

Thank you for your cooperation. If you have any questions please, contact this office at 208-334-2190.

Sincerely,

Anna Kaiser
Office Specialist II
Western Regional Office

Enclosures



July 25, 2018

Idaho Department of Water Resources
2735 W Airport Way
Boise, ID 83705

RECEIVED

JUL 27 2018

WATER RESOURCES
WESTERN REGION

**Subject: Unimin Corporation Name Change Notification – Emmett Facility
Water Rights 65-222352, 65-12832, 65-1131B&C**

Dear Sir/Madam:

Please accept this correspondence as formal notice that, effective June 1, 2018, Unimin Corporation changed its name from "UNIMIN CORPORATION" to "COVIA HOLDINGS CORPORATION". This name change is administrative and does not reflect a change in control or EIN.

We respectfully request an update to the referenced permit/registration(s) to reflect this administrative change. Supplemental information is attached hereto, as required.

Should you have any questions or require additional information, please contact Jamie Swenson at Jamie.Swenson@coviacorp.com or (507) 386-2111.

Sincerely,
COVIA HOLDINGS CORPORATION

A handwritten signature in blue ink, appearing to read 'D. Losee', written over a horizontal line.

Douglas S. Losee
V.P. Environmentalh

Enclosures:
Evidence of Amendment, Secretary of State
Notice of Change in Water Right Ownership

eCopies to:
Kerry Kelley, Plant Manager – Emmett Facility

STATE OF IDAHO
DEPARTMENT OF WATER RESOURCES

RECEIVED

OCT 09 2018

WATER RESOURCES
WESTERN REGION

Notice of Change in Water Right Ownership

1. List the numbers of all water rights and/or adjudication claim records to be changed. If you only acquired a portion of the water right or adjudication claim, check "Yes" in the "Split?" column. If the water right is leased to the Water Supply Bank, check "Yes". If you are not sure if the water right is leased to the Water Supply Bank, [see #6](#) of the instructions.

Water Right/Claim No.	Split?	Leased to Water Supply Bank?	Water Right/Claim No.	Split?	Leased to Water Supply Bank?
65-1101	Yes ☐	Yes ☐		Yes ☐	Yes ☐
65-1131B	Yes ☐	Yes ☐		Yes ☐	Yes ☐
65-1131C	Yes ☐	Yes ☐		Yes ☐	Yes ☐
65-12832	Yes ☐	Yes ☐		Yes ☐	Yes ☐
	Yes ☐	Yes ☐		Yes ☐	Yes ☐

2. Previous Owner's Name: Unimin Corporation
Name of current water right holder/claimant
3. New Owner(s)/Claimant(s): Covia Holdings Corporation
New owner(s) as listed on the conveyance document Name connector ☐ and ☐ or ☐ and/or
- 121 St. Andrews Court Mankato MN 56001
Mailing address City State ZIP
- (507) 386-2111 Douglas.Losee@coviacorp.com
Telephone Email
4. If the water rights and/or adjudication claims were split, how did the division occur?
☐ The water rights or claims were divided as specifically identified in a deed, contract, or other conveyance document.
☐ The water rights or claims were divided proportionately based on the portion of their place(s) of use acquired by the new owner.
5. Date you acquired the water rights and/or claims listed above: _____.
6. If the water right is leased to the Water Supply Bank changing ownership of a water right will reassign to the new owner any Water Supply Bank leases associated with the water right. Payment of revenue generated from any rental of a leased water right requires a completed [IRS Form W-9](#) for payment to be issued to an owner. A new owner for a water right under lease shall supply a W-9. Water rights with multiple owners must specify a designated lessor, using a completed [Lessor Designation](#) form. Beginning in the calendar year following an acknowledged change in water right ownership, compensation for any rental will go to the new owner(s).
7. This form must be signed and submitted with the following **REQUIRED** items:
- ☒ A copy of the conveyance document – warranty deed, quitclaim deed, court decree, contract of sale, etc. The conveyance document must include a legal description of the property or description of the water right(s) if no land is conveyed.
 - ☐ Plat map, survey map or aerial photograph which clearly shows the place of use and point of diversion for each water right and/or claim listed above (if necessary to clarify division of water rights or complex property descriptions).
 - ☒ Filing fee (see instructions for further explanation):
 - ☐ \$25 per *undivided* water right.
 - ☐ \$100 per *split* water right.
 - ☐ No fee is required for pending adjudication claims.
 - ☐ If water right(s) are leased to the Water Supply Bank AND there are multiple owners, a Lessor Designation form is required.
 - ☐ If water right(s) are leased to the Water Supply Bank, the individual owner or designated lessor must complete, sign and submit an IRS Form W-9.

SUPPORT DATA

IN FILE # 65-1101

8. Signature: [Signature] V.P. Environmental August 29, 2018
Signature of new owner/claimant Title, if applicable Date
- Signature: _____ _____ _____
Signature of new owner/claimant Title, if applicable Date

For IDWR Office Use Only:

Received by AL Date 10/9/2018 Receipt No. W046831 Receipt Amt. 100.00

Active in the Water Supply Bank? Yes ☐ No ☒ If yes, forward to the State Office for processing W-9 received? Yes ☐ No ☒

Name on W-9 N/A Approved by AL Processed by AL Date 10/9/2018