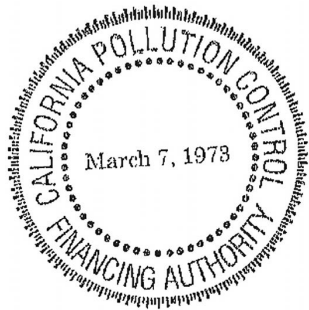


CERTIFICATE OF THE EXECUTIVE DIRECTOR
Sacramento, California

I, Shela Tobias-Daniel, Executive Director of the California Pollution Control Financing Authority, hereby certify that the foregoing is a full, true, and correct copy of a RESOLUTION OF OFFICIAL INTENT TO ISSUE BONDS OR NOTES TO FINANCE SOLID WASTE DISPOSAL FACILITIES for the MarBorg Industries and/or its affiliates Project approved by me on November 28, 2023, and that I have the requisite right, power, and authority to approve this resolution as delegated by the Authority in the RESOLUTION OF THE CALIFORNIA POLLUTION CONTROL FINANCING AUTHORITY DELEGATING CERTAIN POWERS AND AUTHORIZING CERTAIN ACTIONS RELATED TO BOND FINANCINGS adopted on January 17, 2023.

This resolution of intent expires November 28, 2026.

IN WITNESS WHEREOF, I have executed this certificate and affixed the seal of the California Pollution Control Financing Authority hereto.



November 28, 2023

A handwritten signature in black ink that reads "Shela Tob".

Shela Tobias-Daniel
Executive Director

RESOLUTION OF OFFICIAL INTENT TO ISSUE BONDS OR NOTES TO
FINANCE SOLID WASTE DISPOSAL FACILITIES FOR
MARBORG INDUSTRIES AND/OR ITS AFFILIATES

November 28, 2023

WHEREAS, the California Pollution Control Financing Authority (“Authority”), a public instrumentality of the State of California (the “State”), is authorized and empowered by the provisions of the California Pollution Control Financing Authority Act (Division 27 (commencing with Section 44500) of the Health and Safety Code) (“Act”) to issue bonds or other debt obligations for the purpose of defraying the cost of facilities for the disposal of solid waste products, including resource recovery facilities; and

WHEREAS, MarBorg Industries, a California corporation (the “Applicant”), and/or its affiliates (collectively, the “Company”) has submitted an application (the “Application”) requesting that the Authority assist in the financing or refinancing of the acquisition, improvement, and construction of facilities and acquisition of equipment for collection, processing, recycling, transportation, and disposal of solid waste, as more fully described in the Application (collectively, the “Project”) to be owned and operated by the Company, and have presented an estimate of the maximum cost of such Project as shown in Exhibit “A” attached hereto; and

WHEREAS, the Authority desires to encourage the Company to provide solid waste disposal and resource recovery facilities and equipment that will serve the public of the State; and

WHEREAS, the Company requires satisfactory assurances from the Authority that the proceeds of the sale of bonds or notes of the Authority will be made available to finance the Project; and

WHEREAS, the Company expects to incur or pay from its own funds certain expenditures in connection with the Project prior to the issuance of indebtedness for the purpose of financing costs associated with the Project on a long-term basis; and

WHEREAS, subject to meeting all the conditions set forth in this resolution the Authority reasonably expects that bonds or notes in an amount not expected to exceed \$44,500,000 will be issued and that certain of the proceeds of such bonds or notes will be used to reimburse the Company for its prior expenditures associated with the Project; and

WHEREAS, Section 1.103-8(a)(5) and Section 1.150-2 of the Treasury Regulations require the Authority to declare its reasonable official intent to reimburse prior expenditures for the Project with the proceeds of a subsequent borrowing;

NOW, THEREFORE, BE IT RESOLVED by the California Pollution Control Financing Authority as follows:

Section 1. The Authority finds and determines that the foregoing recitals are true and correct. For purposes of this Resolution, an “Affiliate” of the Applicant means any person or entity that meets the definition of “participating party” in the Act and controls, is controlled by, or is under common control with, the Applicant, as shown by the possession, directly or indirectly, of the power to direct or cause the direction of its management or policies, whether through majority equity ownership, contract or otherwise.

Section 2. The Authority declares its official intent to issue, at one time or from time to time, an aggregate of up to \$44,500,000 principal amount of bonds or notes of the Authority for the Project; including for the purpose of reimbursing to the Company costs incurred for the Project prior to the issuance of the bonds or notes.

Section 3. The bonds or notes shall be payable solely from the revenues to be received by the Authority pursuant to a loan agreement or other agreements to be entered into between the Authority and the Company in connection with the Project. Each bond or note, consistent with the Act, shall contain a statement to the following effect:

"Neither the faith and credit nor the taxing power of the State of California or any political subdivision thereof or local agency is pledged to the payment of the principal of, premium, if any, or any interest on this [bond][note]."

Section 4. The bonds or notes shall be issued subject to the conditions that (i) the Authority and the Company shall have first agreed to mutually acceptable terms for the bonds or notes and of the sale and delivery thereof, and mutually acceptable terms and conditions of the loan of the proceeds thereof to the Company; (ii) all requisite governmental approvals shall have first been obtained; (iii) a Final Resolution shall have been received from the Authority; and (iv) to the extent required, an allocation shall have been received from the California Debt Limit Allocation Committee for any portion of the bonds or notes which are to be sold as exempt from federal income tax.

Section 5. The Executive Director of the Authority is hereby authorized to indicate the willingness of the Authority to proceed with and effect such financing in order to assist the Company by defraying the cost of the Project, subject to due compliance with all requirements of the law and the obtaining of all necessary consents and approvals and to meeting all other requirements of the Authority.

Section 6. It is intended that this Resolution shall constitute “some other similar official action” towards the issuance of bonds within the meaning of Section 1.103-8(a)(5) of the Treasury Regulations and “official intent” within the meaning of Section 1.150-2 of the Treasury Regulations, each as applicable under Section 103 of the Internal Revenue Code of 1986, as amended. It is also intended that this statement of “official action” or “official intent” by the Authority shall continue in full force and effect even if this Resolution ceases to be effective for other purposes.

Section 7. This Resolution shall take effect immediately upon its approval and remain in full force and effect thereafter; provided that, subject to Section 6, this Resolution shall cease to be effective three years after the approval date unless prior to

such date the Authority or its Executive Director specifically adopts a further resolution extending the effective date of this Initial Resolution. The Authority will consider such extension only after receiving a specific request for such action from the Company, accompanied by an explanation of the status of the Project and any additional information requested by the Authority to supplement the Company's application.

EXHIBIT A

NUMBER: 23-04

LOCATIONS: 1850 W Betteravia Road, Santa Maria CA 93455
71 Calle Cesar Chavez, Santa Barbara, CA 93103
125 Calle Cesar Chavez, Santa Barbara, CA 93103
25 N. Quarantina Street, Santa Barbara, CA 93103
131 N. Quarantina Street, Santa Barbara, CA 93103
136 N. Quarantina Street, Santa Barbara, CA 93103
2 S Quarantina Street, Santa Barbara, CA 93103
24 S Quarantina Street, Santa Barbara, CA 93103
36 S Quarantina Street, Santa Barbara, CA 93103
104 S Quarantina Street, Santa Barbara, CA 93103
106 S Quarantina Street, Santa Barbara, CA 93103
130 Nopalitos Street, Santa Barbara CA 93013
132 Nopalitos Street, Santa Barbara CA 93013
620 Quinientos Street, Santa Barbara, CA 93013
725 Cacique Street, Santa Barbara, CA 93103
14470 Calle Real, Gaviota, CA 93117
716 E Yanonali Street, Santa Barbara CA 93103
720 E Yanonali Street, Santa Barbara CA 93103
97 Commerce Drive, Buellton, CA 93427
709 Union Street, Santa Barbara, CA 93103
715 Union Street, Santa Barbara, CA 93103
719 Union Street, Santa Barbara, CA 93103
721 Union Street, Santa Barbara, CA 93103

TYPE: Solid Waste Disposal

AMOUNT: Up to \$44,500,000