



April 15, 2026

City of Novi
Attn: Victor Cardenas, City Manager
45175 W 10 Mile Road
Novi, MI 48375

RE: Consent to Change of Control

Dear Mr. Cardenas,

We previously communicated that we have received the support of our key financial stakeholders, including TPG and Ares Capital, who are committed to the business and ensuring our financial stability. As you may know, TPG is a \$300 billion asset manager with experience in our industry. As per our recent conversation, TPG is investing millions of dollars into our business to strengthen our long-term financial position. Priority Waste intends to deploy this capital to position ourselves for success and bolster our ability to continue providing premier service to our customers on a long-term basis, including by funding truck purchases and our Indian Summer recycling center.

Once the transaction is effectuated, there will be a change in our ownership structure, though our services to you will continue uninterrupted. TPG, which will be our primary equity owner at the close of the transaction, is a long-time lender and partner to our team. They know our leaders, business, and operations well. With TPG's deep knowledge of the waste and environmental services business, we will have a partner who understands the unique needs of municipal customers and is committed to helping us be an industry leader. Our leadership team will continue to work with you just as we have, and we expect there to be no impact to our operations as a result of the agreement, transaction, and change in the ownership structure.

Attached is a written consent form that we ask you to review and return. This type of consent is a routine and customary part of transactions like this one. We don't anticipate any changes to the terms or scope of our agreements with you, and we are committed to making this as straightforward and seamless as possible by working closely with you every step of the way.

Our focus remains on our commitment to delivering the highest quality services for our customers and the communities we serve. We will continue to provide updates as there is information to share.

We appreciate your continued support of Priority Waste.

Sam Caramagno

VP Municipal Relations



Consent to Change of Control

Priority wishes to inform you that it has entered into a transaction pursuant to which TPG, a global asset manager with over \$300 billion in assets under management on behalf of pension funds, corporations, foundations, sovereign wealth funds, and individual investors, will acquire a controlling equity interest in Priority (the "Transaction").

The Transaction constitutes a change of control at the equity ownership level of Priority. Importantly:

- Priority Waste LLC will remain the contracting party under the Agreement
- There will be no assignment of the Agreement to a different operating entity
- All services will continue to be provided by Priority without interruption

Following the closing of the Transaction:

- Priority will continue to perform all obligations under the Agreement
- There will be no change to Priority's service standards or operational commitments
- All existing terms and conditions of the Agreement will remain in full force and effect

To the extent that the Agreement requires notice and/or consent for a change of control, we respectfully request that you:

1. Acknowledge and consent to the Transaction; and
2. Confirm that such change of control does not constitute a default or termination event under the Agreement

By providing such consent, you agree that:

- The Transaction is permitted under the Agreement
- No additional approvals, notices, or waiting periods are required under your Agreement
- The Agreement shall continue uninterrupted following the closing of the Transaction

For the avoidance of doubt:

- This Transaction does not constitute an assignment of the Agreement
- The Agreement remains unchanged except for the indirect change in ownership of Priority
- All of your rights and obligations under the Agreement remain fully enforceable

Your consent will become effective as of the closing date of the Transaction.

We appreciate your continued partnership and are confident that this Transaction will further strengthen Priority's ability to deliver high-quality service.



If you have any questions, please contact Sam Caramagno, VP of Municipal Relations, 734-812-5732, scaramagno@prioritywaste.com.

Very truly yours,

Priority Waste LLC

By: _____
Name: Vincent Hoyumpa
Title: Interim Chief Executive Officer
Date:

AGREED AND CONSENTED TO:

City of Novi

By: _____
Name:
Title:
Date: