



April 17, 2026

City of Rochester Hills  
Attn: Bryan Barnett, Mayor  
1000 Rochester Hills Dr.  
Rochester Hills, MI 48309

RE: Consent to Change of Control

Dear Mayor Barnett,

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**