



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 Rochester Hills

By: _____
Name:
Title:
Date: