

**COMMONWEALTH OF PUERTO RICO
PUBLIC SERVICE REGULATORY BOARD
PUERTO RICO ENERGY BUREAU**

NEPR

Received:

Aug 26, 2025

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IN RE: Request for Certification

Case no. NEPR-CT-2022-0003

CIRO One Salinas, LLC

Subject: August 7, 2025 Resolution and
Order

**MOTION TO COMPLY WITH AUGUST 7, 2025 PREB RESOLUTION AND ORDER
TO THE HONORABLE ENERGY BUREAU:**

COMES NOW CIRO One Salinas, LLC ("CIRO One") represented by the undersigned legal counsel, and very respectfully prays and requests:

1. On August 7, 2025, the Honorable Energy Bureau issued a resolution ("*August 7th Resolution and Order*") ordering Ciro One to One to submit, within fifteen (15) days of notification, the credentials of the contracted entity, including: (1) Proof of legal personality to operate in Puerto Rico: (a) Name, legal structure (*e.g.*, LLC, corporation), jurisdiction, and country of organization; (b) Certificate of incorporation and registration; (c) Certificate of good standing issued by the Puerto Rico Department of (dated within three months of submission); (d) If it is a foreign entity, certificate of authorization to do business in Puerto Rico. (2) Evidence of capacity to operate the contracted services. (a) Summary of operational personnel (b) Their technical qualifications and licenses and (3) a description of the services, equipment, and systems to be operated by the contractors.

2. First, Ciro One hereby complies with the first requirement of the August 7th Resolution and Order by attaching the Certificate of Incorporation, Certificate of Authorization to do Business of a Foreign Corporation, which contains the name, legal

structure, jurisdiction and country of organization, and Certificate of Good Standing of Depcom Power, Inc. Additionally, Ciro One is attaching the Certificate of Organization, which contains the name, legal structure, jurisdiction and country of organization, and Certificate of Good Standing of Renewable Energy Systems LLC. (**Attachment 1**)

3. Second, Ciro One would like to clarify that while both entities are being considered as contractors of CIRO One's operation, Renewable Energy Systems LLC is a subcontractor of Depcom Power, Inc. Therefore, there will be personnel from both entities that will be in charge of the operations. CIRO One hereby complies with the second required of the August 7th Resolution and Order by including the following list of personnel and attaching their corresponding credentials (**Attachment 2**):

- a. Hugo Durand Schettini: Senior Electrical Engineer.
- b. Anthony Perez Santiago: Electrical Engineer and Development Manager.
- c. Rafael Pagán Cáceres: Electrical Engineer.
- d. Javier R. Perez Sanfeliz: Electrical Engineer.
- e. Eric G. Rivera: Mechanical and Project Engineer.

4. Third, CIRO one hereby complies with the third requirement of the August 7th Resolution and Order by providing the following description of the services, equipment and systems to be operated by Depcom Power, Inc and Renewable Energy Systems, LLC: Ongoing operation of the facility will focus on maintaining compliance with all Applicable Permits, coordinating system operations with the Puerto Rico Electric and Power Authority (PREPA) and LUMA, and meeting continuous reporting obligations to stakeholders and financing entities through performance data and independent

engineer reviews. The telecommunication infrastructure, meteorological stations, and metering systems installed during construction will enable continuous monitoring, predictive maintenance, and transparent performance reporting. Together, these systems and controls will ensure the facility consistently delivers on its contractual obligations under the PPOA while providing long-term value through reliable clean energy and advanced storage services that enhance Puerto Rico's grid resilience. The HV substation will serve as the critical interconnection point with PREPA's grid, managing step-up transformation and ensuring system stability and reliability. The photovoltaic (PV) system will provide steady generation, supported by inverters and managed through the Data Acquisition and Energy Management Systems (DAS/EMS) to optimize output and comply with dispatch requirements. In coordination, the Battery Energy Storage System (BESS) will add flexibility and grid services such as frequency and voltage regulation, energy shifting, and backup power. In the event of outages, the BESS's grid-forming capability will allow the plant to operate independently, sustain auxiliary loads, and provide black-start functionality to support critical facilities and nearby communities.

5. CIRO One requests that the information contained in this motion and in Attachment 2 be kept confidential. Section 6.15 of Act No. 57 of May 17, 2014, as amended, provides:

If a person having the obligation to submit information to the Energy Commission understands the information to be submitted is privileged or confidential, [such person] may request said Commission to give [privileged or confidential] treatment subject to the following:

(a) if the Energy Commission, after due evaluation, understands the information should be protected, it shall find a way to grant this protection in the manner that impacts less the public, transparency and the rights of the parties involved in the administrative proceeding under which the alleged confidential document is being filed.

(b) To such effects, the Energy Commission may grant access to the document, or to portions of the document that are privileged, only to counsel and external consultants involved in the administrative proceeding after execution of a confidentiality agreement.

(c) The Energy Commission shall keep documents presented before it completely out of public scrutiny only in exceptional cases. In such cases, the information shall be duly safeguarded and delivered exclusively to Energy Commission personnel on a need-to-know basis, under non-disclosure rules. However, the Energy Commission shall order that a non-confidential version for public review be submitted.

(d) Any claim of privileged or confidential information by a person under the jurisdiction of the Energy Commission must be ruled in an expedited manner by the Commission through a resolution to such effects, before any confidential information alleged by a party is disclosed.

6. In turn, Section 1.15 of the Regulation No. 8701 provides that when a person who is required to submit information to the Energy Bureau considers such information to be privileged or confidential, the person shall identify the information it deems privileged or confidential, request the Energy Bureau to protect such information, and present arguments supporting the privilege or confidentiality claim. The Energy Bureau shall evaluate the petition and, if it concludes the information merits protection, it shall proceed pursuant to Section 6.15 of Act No. 57.

7. These documents have sensitive information, otherwise not available to the public, which CIRO One prefers not to disclose and that could place CIRO One at a competitive disadvantage. The release of such sensitive information could compromise the security and privacy of these companies and individuals, exposing them to potential

harassment identity theft, and other forms of cybercrime. Limiting access to such personal information is not only a matter of individual privacy but also a critical step in ensuring the security and proper functioning of these companies.

8. CIRO One requests that the Energy Bureau only grant access to said information to internal Energy Bureau personnel, counsel, and consultants subject to the execution of a confidentiality agreement.

9. In compliance with Section 6.15 of Act 57-2014, Section 1.15 of Regulation 8701 and the In Re: Policy on Management of Confidential Information in Procedures Before the Commission, CEPR-MI-2016-0009, August 31-2016, Resolution (“Confidential Treatment Resolution”), CIRO One is filing a redacted and unredacted version of the information and documents for which it is requesting Confidential Treatment.

WHEREFORE, CIRO One Salinas, LLC respectfully requests that it be deemed in compliance with the August 7th Resolution and Order and that this motion and information contained in attachment 2 be afforded confidential treatment.

Respectfully submitted, on August 22, 2025, in San Juan, Puerto Rico.

McCONNELL VALDÉS LLC
Counsel for CIRO One Salinas, LLC
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San Juan, Puerto Rico 00936-4225
270 Muñoz Rivera Avenue
San Juan, Puerto Rico 00918
Phone Numbers: (787) 250-5669, (787) 250-5623
Fax Number: (787) 759-9225
www.mcvpr.com



By: _____
Manuel G. Quintana Soler
PR Supreme Court ID no. 23,364
mqs@mcvpr.com

Attachment 1



Government of Puerto Rico
Department of State

Transaction Date: 11-Jun-2019
Register No: 428912
Order No: 1656990

Government of Puerto Rico

Certificate of Authorization to do Business of a Foreign Corporation

Article I - Corporation Name

DEPCOM POWER, INC. is a Foreign For Profit Corporation organized under the laws of Delaware duly authorized to do business in Puerto Rico as DEPCOM POWER, INC..

Desired term for the name is: Inc.

Article II - Home State Details

Its home state is Delaware.

Its date of organization, creation or establishment in Delaware is 02-Oct-2013, and the term of existence is Perpetual.

Article III - Physical Address of Corporate Domicile

The street address of its corporate domicile is:

Street Address **9185 E. Pima Center Parkway, Suite 100, Scottsdale, AZ, 85258**

Article IV - Designated Office and Resident Agent

Its designated office in the Government of Puerto Rico will be located at:

Street Address **c/o Fast Solutions, LLC, Citi Tower, 252 Ponce de Leon Avenue, Floor 20, San Juan, PR, 00918**

Mailing Address **c/o Fast Solutions, LLC, Citi Tower, 252 Ponce de Leon Avenue, Floor 20, San Juan, PR, 00918**

Phone **(480) 270-6910**

The name, street and mailing address of the Resident Agent in charge of said office is:

Name **The Prentice-Hall Corporation System, Puerto Rico, Inc.**

Street Address **c/o Fast Solutions, LLC, Citi Tower, 252 Ponce de Leon Avenue, Floor 20, San Juan, PR, 00918**

Mailing Address **c/o Fast Solutions, LLC, Citi Tower, 252 Ponce de Leon Avenue, Floor 20, San Juan, PR, 00918**

Phone **(800) 927-9801**

Email **Prentice-hall.puertorico@cscinfo.com**

Article V - Officers

The names and usual business address of its present officers are:

Name **Taul, Johnnie**

Title **President**

Street Address **9185 E. Pima Center Parkway, Ste. 100, Scottsdale, AZ, 85258**

Mailing Address **9185 E. Pima Center Parkway, Ste. 100, Scottsdale, AZ, 85258**

Email **jtaul@depcompower.com**
Expiration Date **Indefinite**

Name **Lamon, Jim**
Title **CEO**
Street Address **9185 E. Pima Center Parkway, Ste. 100, Scottsdale, AZ, 85258**
Mailing Address **9185 E. Pima Center Parkway, Ste. 100, Scottsdale, AZ, 85258**
Email **jlamon@depcompower.com**
Expiration Date **Indefinite**

Name **Judge, Bill**
Title **CFO**
Street Address **9185 E. Pima Center Parkway, Ste. 100, Scottsdale, AZ, 85258**
Mailing Address **9185 E. Pima Center Parkway, Ste. 100, Scottsdale, AZ, 85258**
Email **bjudge@depcompower.com**
Expiration Date **Indefinite**

Name **Scaglione, Charlotte**
Title **General Counsel/Secretary**
Street Address **9185 E. Pima Center Parkway, Ste. 100, Scottsdale, AZ, 85258**
Mailing Address **9185 E. Pima Center Parkway, Suite 100, Scottsdale, AZ, 85258**
Email **cscaglione@depcompower.com**
Expiration Date **Indefinite**

Name **Chun, Steve**
Title **EVP Project Finance**
Street Address **9185 E. Pima Center Parkway, Suite 100, Scottsdale, AZ, 85258**
Mailing Address **9185 E. Pima Center Parkway, Suite 100, Scottsdale, AZ, 85258**
Email **schun@depcompower.com**
Expiration Date **Indefinite**

Name **Rynar, Rob**
Title **VP & Chief Engineer**
Street Address **135 Rt. 202/206, Suite 19, 2nd Floor, Bedminster, NJ, 07921**
Mailing Address **135 Rt. 202/206, Suite 19, 2nd Floor, Bedminster, NJ, 07921**
Email **rrynar@depcompower.com**
Expiration Date **Indefinite**

Article VI - Assets and Liabilities

The assets of said entity are \$138,806,690.00 and its liabilities are \$99,579,300.00.

Article VII - Description of Business

The description of the business which it proposes to carry on is the following:

Engineering, Procurement and Construction of Solar Photovoltaic utility-scale power plants.

Article VIII - Authorization

This corporation is authorized to carry on the business described in Article VII in its jurisdiction of incorporation.

Article IX - Authorized Person

The name and street address of the person authorized to register the Certificate of Authorization to do Business in Puerto Rico are:

Name	Taul, Johnnie
Street Address	9185 E. Pima Center Parkway, Ste. 100, Scottsdale, AZ, 85258
Phone	(785) 505-0375
Email	jtaul@depcompower.com

Article X - Terms of Existence

The term of existence of this entity will be: **Perpetual**

The date from which the entity will be effective is: **11-Jun-2019**

Supporting Documents

Document	Date Issued
Certificate of Good Standing	04-Jun-2019

STATEMENT UNDER PENALTY OF PERJURY

IN WITNESS WHEREOF, I/We Taul, Johnnie, the undersigned, for the purpose of doing business in Puerto Rico pursuant to the laws of Puerto Rico, hereby swear that the facts herein stated are true. This 11th day of June, 2019.

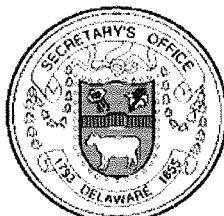
Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "DEPCOM POWER, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF SEPTEMBER, A.D. 2016, AT 2:44 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.




Jeffrey W. Bullock, Secretary of State

5389305 8100
SR# 20165881660

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

Authentication: 203032445
Date: 09-21-16

**FOURTH RESTATED CERTIFICATE OF INCORPORATION
OF
DEPCOM POWER, INC.**

**(Pursuant to Sections 242 and 245 of the
General Corporation Law of the State of Delaware)**

DEPCOM POWER, INC., a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the “**General Corporation Law**”),

DOES HEREBY CERTIFY:

FIRST: That the name of this corporation is **DEPCOM POWER, INC.** (the “**Corporation**”) and that this Corporation was originally incorporated pursuant to the General Corporation Law via the filing of a Certificate of Incorporation (the “**Certificate of Incorporation**”) on October 2, 2013 under the name **E3 International Corporation**. A first amendment to the Certificate of Incorporation was filed on February 5, 2014. The Certificate of Incorporation was amended and restated on June 24, 2014. The Certificate of Incorporation was amended and restated a second time on May 15, 2015. The Certificate of Incorporation was amended and restated a third time on May 27, 2016.

SECOND: That the Board of Directors of the Corporation (the “**Board**”) duly adopted resolutions proposing to amend and restate the Certificate of Incorporation, declaring said amendment and restatement to be advisable and in the best interests of this Corporation and its stockholders, and authorizing the appropriate officers of this Corporation to solicit the consent of the stockholders therefor, which resolution setting forth the proposed amendment and restatement is as follows:

RESOLVED, that the Certificate of Incorporation of this Corporation be amended and restated in its entirety as follows:

ARTICLE I

The name of this corporation is **DEPCOM POWER, INC.**

ARTICLE II

The address of the Corporation’s registered office in the State of Delaware is 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle, 19808. The name of its registered agent at such address is the Corporation Service Company.

ARTICLE III

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law.

ARTICLE IV

A. Authorization of Stock. This Corporation is authorized to issue two classes of stock to be designated, respectively, common stock and preferred stock. The total number of shares that this Corporation is authorized to issue is 18,384,884. The total number of shares of common stock authorized to be issued is 13,279,318, par value \$0.00001 per share (the “**Common Stock**”). The total number of shares of preferred stock authorized to be issued is 5,105,566, par value \$0.00001 per share (the “**Preferred Stock**”), of which 1,501,250 shares are designated as “Series A Preferred Stock”; 1,500,000 shares are designated as “Series A-1 Preferred Stock”; 208,333 shares are designated as “Series B Preferred Stock”; 116,665 shares are designated as “Series C Preferred Stock”; and 1,279,318 shares are designated as “Series D Preferred Stock. The Series A Preferred Stock, the Series A-1 Preferred Stock, the Series B Preferred Stock, the Series C Preferred Stock and the Series D Preferred Stock are sometimes referred to together as the “**Senior Series of Preferred Stock**”. 500,000 shares of Preferred Stock are reserved for future issuance by the Corporation pursuant to one or more future classes or series of Preferred Stock (referred to herein as “**Blank Check Preferred Stock**”) pursuant to the protocol set out in the Preamble of Article IV (B). Any shares of stock of any class or series redeemed pursuant to Article IV (B)(3) or otherwise acquired or redeemed or repurchased by the Corporation in any manner whatsoever shall be canceled and shall not under any circumstances be reissued; and the Corporation shall in such event take such appropriate corporate action, including, without limitation, filing a certificate under Section 243(b) of the General Corporation Law, as may be necessary or appropriate to reduce accordingly the number of authorized shares of the class or series to which such canceled shares belonged.

B. Rights, Preferences and Restrictions of Preferred Stock. The rights, preferences, privileges and restrictions granted to and imposed on the Senior Series of Preferred Stock are as set forth below in sub-paragraphs 1 through 8 of this Article IV(B). The Blank Check Preferred Stock authorized by this Certificate of Incorporation may be issued from time to time in one or more series. The Board is hereby authorized to fix or alter the rights, preferences, privileges and restrictions granted to or imposed upon additional series of Blank Check Preferred Stock, and the number of shares constituting any such series and the designation thereof. The rights, privileges, preferences and restrictions of any series of Blank Check Preferred Stock are subject to compliance in all respects with applicable protective voting rights that have been granted to the Senior Series of Preferred Stock in this Certificate of Incorporation (referred to as the “**Protective Provisions**”).

1. Dividend Provisions.

(a) Other than (i) the Annual Distribution (as that term is defined in the Corporation’s Investor Rights Agreement dated September 21, 2016, as the same may be amended from time to time (referred to herein as the “**IRA**”)), which shall be paid to the holders of the Common Stock and the Preferred Stock pursuant to Section 1(b) below and (ii) the deemed dividend contemplated by Section 1(c) below, the Corporation shall not declare, pay or set aside any dividends on shares of the Common Stock, the Series A Preferred Stock, the Series A-1 Preferred Stock, the Series B Preferred Stock or the Series C Preferred Stock until such time as the Series D Preferred Stock shall have received dividends on each outstanding share of Series D Preferred Stock in a cumulative amount equal to the Series D Liquidation Preference (as

defined below). In the interest of clarity, the Corporation shall be permitted to make Annual Distributions to the holders of its Common Stock to the extent permitted by the IRA without regard to the limitations set out in this Section 1 provided that (i) such Annual Distributions are made in accordance with the protocol set out in Section 1(b) below and (b) any portion of the Annual Distributions received by the holders of the Series D Preferred Stock shall not be credited towards satisfaction of the Series D Liquidation Preference as referenced in the preceding sentence. In the interest of clarity, dividends will not accrue on any class of capital stock unless and until declared by the Board subject to the limitations in this Section 1.

(b) In addition to the foregoing restriction on the payment by the Corporation of dividends on the shares of Common Stock, Series A Preferred Stock, Series A-1 Preferred Stock, Series B Preferred Stock and Series C Preferred Stock, the Corporation shall not declare, pay or set aside any dividends on shares of Common Stock (other than dividends on shares of Common Stock payable in shares of Common Stock) unless (in addition to obtaining any consents required elsewhere in this Certificate of Incorporation) the holders of the Preferred Stock then outstanding shall first receive, or simultaneously receive, a dividend on each outstanding share of Preferred Stock in an amount equal to the product of (A) the dividend payable on each share of Common Stock and (B) the number of shares of Common Stock issuable upon conversion of such share of Preferred Stock, calculated as of the record date for determination of holders entitled to receive such dividend. In the interest of clarity, any dividends received by the holders of the Series D Preferred Stock pursuant to this Section 1(b) shall not be credited towards satisfaction of the Series D Liquidation Preference referenced in Section 1(a).

(c) The payment by the Corporation in any fiscal year of "Excess Compensation" as that term is defined in the IRA shall be deemed to be a payment of dividends in the amount of such "Excess Compensation" on the shares of Common Stock triggering the obligation to pay a corresponding dividend to the holders of the Preferred Stock then outstanding in accordance with the protocol set out in subsection (b) of this Section 1.

2. Liquidation Preference.

(a) In the event of any Liquidation Event (as defined below), either voluntary or involuntary, the holders of the Series D Preferred Stock shall be entitled to receive, prior and in preference to any distribution of the proceeds of such Liquidation Event (the "**Proceeds**") to the holders of the Series C Preferred Stock, Series B Preferred Stock, Series A-1 Preferred Stock, Series A Preferred Stock and the Common Stock by reason of their ownership thereof, an amount per share equal to one (1) times the Original Issue Price (as defined below) for the Series D Preferred Stock, plus any declared but unpaid dividends on such share (such amount, as it may be adjusted pursuant to the provisions of subsection 4(d)(i)(I), the "**Series D Liquidation Preference**"), less any amount of the Series D Liquidation Preference paid to the holders of the Series D Preferred Stock through the payment of dividends pursuant to Section 1(a). If, upon the occurrence of such event, the Proceeds thus distributed among the holders of the Series D Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then, the entire Proceeds legally available for distribution shall be distributed ratably among the holders of the Series D Preferred Stock in proportion to the

full preferential amount that each such holder is otherwise entitled to receive under this subsection (a).

(b) In the event of any Liquidation Event, following payment in full of the Series D Liquidation Preference, the holders of Series A Preferred Stock, Series A-1 Preferred Stock, Series B Preferred Stock and Series C Preferred Stock then outstanding shall be entitled to receive, prior and in preference to any distribution of the Proceeds pursuant to subsection 2(c) below, by reason of their ownership thereof, an amount per share equal to one (1) times the Original Issue Price (as defined below) for such series of Preferred Stock, plus any declared but unpaid dividends on such share (the “**Junior Preferred Liquidation Preference**”) less any amount of dividends or Annual Distributions paid in respect of such share pursuant to Section 1. In the interest of clarity, the right of any holder of Series A Preferred Stock, Series A-1 Preferred Stock, Series B Preferred Stock or Series C Preferred Stock to receive its, his or her Junior Preferred Liquidation Preference on account of any shares of Preferred Stock then outstanding shall expire immediately at such time as such holder shall have received a cumulative return of capital via Annual Distributions, dividends or redemption of capital stock equal to the Original Issue Price of the shares of Preferred Stock initially issued to such holder. The Junior Preferred Liquidation Preference shall be paid pari passu among the holders of the Series A Preferred Stock, Series A-1 Preferred Stock, Series B Preferred Stock and Series C Preferred Stock, and pro rata among them. If upon any such Liquidation Event, the Proceeds thus distributed to the holders of the Series A Preferred Stock, Series A-1 Preferred Stock, Series B Preferred Stock and Series C Preferred Stock shall be insufficient to pay the holders of such shares full aforesaid preferential amounts, then, the Proceeds legally available for distribution (after payment in full of the Series D Liquidation Preference) shall be distributed ratably among the holders of the Series A Preferred Stock, Series A-1 Preferred Stock, Series B Preferred Stock and Series C Preferred Stock in proportion to the full preferential amount that each such holder is otherwise entitled to receive under this subsection (b). For purposes of this Certificate of Incorporation, “**Original Issue Price**” shall mean \$2.50 per share for each share of Series A Preferred Stock and \$4.00 per share for each share of Series A-1 Preferred Stock and \$4.80 per share for each share of Series B Preferred Stock and \$7.50 per share for each share of Series C Preferred Stock and \$14.07 per share for each share of Series D Preferred Stock (each as adjusted for any stock splits, stock dividends, combinations, subdivisions, recapitalizations or the like with respect to such series of Preferred Stock).

(c) Upon filing of this Certificate of Incorporation, any “Preferred Accrued Return” (as such term was defined in this Corporation’s Third Amended and Restated Certificate of Incorporation) on each share of Series A Preferred Stock shall be deemed waived and forfeited.

(d) In the event of any Liquidation Event, after the payment of each of the Series D Liquidation Preference and the Junior Preferred Liquidation Preference in full, the remaining Proceeds shall be distributed among the holders of the shares of the Series D Preferred Stock and the Common Stock, pro rata based on the number of shares held by each such holder, treating for this purpose all shares of Series D Preferred Stock as if they had been converted into shares of the Common Stock pursuant to the terms of this Certificate of Incorporation immediately prior to such Liquidation Event.

(e) (i) For purposes of this Section 2, a “**Liquidation Event**” shall mean (A) the closing of the sale, transfer or other disposition of all or substantially all of this Corporation’s assets, (B) the consummation of the merger or consolidation with or into another entity (except a merger or consolidation in which the holders of capital stock of this Corporation immediately prior to such merger or consolidation continue to hold at least 50% of the voting power of the capital stock of this Corporation or the surviving or acquiring entity), (C) the closing of the transfer (whether by merger, consolidation or otherwise), in one transaction or a series of related transactions, to a person or group of affiliated persons (other than an underwriter of this Corporation’s securities), of this Corporation’s securities if, after such closing, such person or group of affiliated persons would hold 50% or more of the outstanding voting stock of this Corporation (or the surviving or acquiring entity), or (D) a liquidation, dissolution or winding up of this Corporation; provided, however, that a transaction shall not constitute a Liquidation Event if its sole purpose is to change the state of this Corporation’s incorporation or to create a holding company that will be owned in substantially the same proportions by the persons who held this Corporation’s securities immediately prior to such transaction. The treatment of any particular transaction or series of related transactions as a Liquidation Event may be waived by the vote or written consent of the holders of at least a majority of the outstanding Series D Preferred Stock (voting together as a single class, and on an as-converted basis).

(ii) In any Liquidation Event, if Proceeds received by this Corporation or its stockholders is other than cash, its value will be deemed its fair market value. Any securities shall be valued as follows:

(A) Securities not subject to investment letter or other similar restrictions on free marketability covered by (B) below:

(1) If traded on a securities exchange, the value shall be deemed to be the average of the closing prices of the securities on such exchange over the twenty (20) trading-day period ending three (3) trading days prior to the closing of the Liquidation Event;

(2) If actively traded over-the-counter, the value shall be deemed to be the average of the closing bid or sale prices (whichever is applicable) over the twenty (20) trading-day period ending three (3) trading days prior to the closing of the Liquidation Event; and

(3) If there is no active public market, the value shall be the fair market value thereof, as determined in good faith by the Board.

(B) The method of valuation of securities subject to investment letter or other restrictions on free marketability (other than restrictions arising solely by virtue of a stockholder’s status as an affiliate or former affiliate) shall be to make an appropriate discount from the market value determined as above in (A) (1), (2) or (3) to reflect the approximate fair market value thereof, as mutually determined by this Corporation and the holders of at least a majority of the voting power of all then outstanding shares of Series D Preferred Stock.

(C) The foregoing methods for valuing non-cash consideration to be distributed in connection with a Liquidation Event shall, with the appropriate approval of the definitive agreements governing such Liquidation Event by the stockholders under the General Corporation Law and Section 6 of this Article IV(B), be superseded by the determination of such value set forth in the definitive agreements governing such Liquidation Event.

(iii) In the event the requirements of this Section 2 are not complied with, this Corporation shall forthwith either:

(A) cause the closing of such Liquidation Event to be postponed until such time as the requirements of this Section 2 have been complied with; or

(B) cancel such transaction, in which event the rights, preferences and privileges of the holders of the Preferred Stock shall revert to and be the same as such rights, preferences and privileges existing immediately prior to the date of the first notice referred to in subsection 2(c)(iv) hereof.

(iv) This Corporation shall give each holder of record of Preferred Stock written notice of such impending Liquidation Event not later than twenty (20) days prior to the stockholders' meeting called to approve such transaction, or twenty (20) days prior to the closing of such transaction, whichever is earlier, and shall also notify such holders in writing of the final approval of such transaction. The first of such notices shall describe the material terms and conditions of the impending transaction and the provisions of this Section 2, and this Corporation shall thereafter give such holders prompt notice of any material changes. The transaction shall in no event take place sooner than twenty (20) days after this Corporation has given the first notice provided for herein or sooner than ten (10) days after this Corporation has given notice of any material changes provided for herein; provided, however, that subject to compliance with the General Corporation Law such periods may be shortened or waived upon the written consent of the holders of Preferred Stock that represent at least a majority of the voting power of all then outstanding shares of Series D Preferred Stock (voting together as a single class, and on an as-converted to Common Stock basis).

3. Redemption.

(a) At any time on or after the "Redemption Trigger" (as defined below), the holders of at least a majority of the then outstanding shares of the Series D Preferred, voting as a separate class, may require this Corporation, to the extent it may lawfully do so, to redeem all the outstanding shares of the Series D Preferred Stock (the "**Redemption Election**"). The Corporation shall effect and pay any such redemption in up to three (3) equal lump sum annual instalments at the discretion of the Board, with the first instalment to be paid on a date no more than ninety (90) days after the date on which the Corporation receives notice of the Redemption Election and each subsequent instalment to occur on the annual anniversary thereof (each payment date being referred to herein as a "**Redemption Date**"), by paying in cash therefore a redemption price equal to the greater of: (i) 1 times the Original Issue Price for such shares of Series D Preferred Stock (as adjusted for any stock splits, stock dividends, combinations, subdivisions, recapitalizations or the like) plus all declared but unpaid dividends

on such shares (less any amount of the Series D Liquidation Preference paid on account of such shares through the payment of dividends pursuant to Section 1(a)) and (ii) the “Fair Market Value” (determined in the manner set forth below) of such shares as of the date of the Redemption Election (the “**Redemption Price**”).

(b) The “**Fair Market Value**” shall be the value per share of Series D Preferred as mutually agreed upon by the Corporation and the holders of a majority of the shares of Series D Preferred Stock then outstanding, and in the event they are unable to reach agreement, by a third-party appraiser agreed to by the Corporation and the holders of a majority of the shares of Series D Preferred Stock then outstanding and the “**Redemption Trigger**” shall mean either (i) September 21, 2021 or (ii) if on or prior to such date, the holders of Series D Preferred shall have received Annual Distributions and/or dividends equal in aggregate amount to at least sixty percent (60%) of the Original Issue Price of the shares of Series D Preferred initially issued to them, September 21, 2023.

(c) At least thirty (30) days but no more than sixty (60) days prior to each Redemption Date, the Corporation shall send a written notice (a “**Redemption Notice**”) to all holders of the Series D Preferred Stock setting forth (i) the Redemption Price and (B) the place at which such holders may obtain payment of the Redemption Price upon surrender of their share certificates.

(d) On any Redemption Date, the Corporation shall pay the Redemption Price to the holders of Series D Preferred Stock for each share of the Series D Preferred Stock to be redeemed by the Corporation on such date. If the Corporation does not have sufficient funds available to legally redeem all shares to be redeemed on any Redemption Date Corporation, then it shall redeem such shares of Series D Preferred Stock pro rata (based on the portion of the Redemption Price payable to them) to the extent possible, and shall redeem the remaining shares of Series D Preferred Stock as soon as sufficient funds are legally available.

(e) In the event that the Corporation fails or is unable under applicable law to pay the aggregate amount to be paid to all holders of Series D Preferred Stock upon two (2) consecutive Redemption Dates, the Corporation shall, at its sole cost and expense, engage an investment banking firm selected and approved by the Board to the end of selling the assets of the Corporation at the highest possible price for the purpose of paying any balance of the Redemption Price then outstanding. The Corporation shall use commercially reasonable efforts to do so as soon as practicable.

(f) On or after each Redemption Date, each holder of shares of the Series D Preferred Stock shall surrender such holder’s certificates representing such shares to the Corporation in the manner and at the place designated in the Redemption Notice, and thereupon the Redemption Price for such shares shall be payable to the order of the person whose name appears on such certificate or certificates as the owner thereof and each surrendered certificate shall be canceled. In the event less than all of the shares represented by such certificates are redeemed, a new certificate shall be issued representing the unredeemed shares. From and after the Redemption Date, unless the Corporation is unable to pay the Redemption Price due to not having sufficient legally available funds, all rights of the holder of such shares as holder of the Series D Preferred Stock (except the right to receive the Redemption Price without interest upon

surrender of their certificates), shall cease and terminate with respect to such shares; *provided* that in the event that shares of the Series D Preferred Stock are not redeemed due to a default in payment by the Corporation or because the Corporation does not have sufficient legally available funds, such shares of the Series D Preferred Stock shall remain outstanding and shall be entitled to all of the rights and preferences provided herein.

(g) The right of redemption described in this Section 3 shall not apply to the Series A Preferred Stock, Series A-1 Preferred Stock or to the Series B Preferred Stock or to the Series C Preferred Stock.

4. Conversion. The holders of the Preferred Stock shall have conversion rights as follows (the “**Conversion Rights**”):

(a) Right to Convert. Each share of Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share and on or prior to the fifth (5th) day prior to the Redemption Date, if any, as may have been fixed in any Redemption Notice with respect to such share of the Preferred Stock, at the office of the Corporation or any transfer agent for such stock, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing the applicable Original Issue Price for such series by the applicable Conversion Price for such series (the conversion rate for a series of Preferred Stock into Common Stock is referred to herein as the “**Conversion Rate**” for such series), determined as hereafter provided, in effect on the date the certificate is surrendered for conversion. The initial Conversion Price per share for each series of Preferred Stock shall be the Original Issue Price applicable to such series; provided however, that the Conversion Price for all series of Preferred Stock shall be subject to adjustment as set forth below (the “**Conversion Price**”).

(b) Automatic Conversion. Each share of Preferred Stock shall automatically be converted into shares of Common Stock at the Conversion Rate at the time in effect for such series of Preferred Stock immediately upon the earlier of (i) the closing of this Corporation’s sale of its Common Stock in a firm commitment underwritten public offering pursuant to a registration statement on Form S-1 or Form SB-2 under the Securities Act of 1933, as amended, the public offering price of which was not less than \$20 per share (as adjusted for any stock splits, stock dividends, combinations, subdivisions, recapitalizations or the like) and 50,000,000 in the aggregate (a “**Qualified Public Offering**”) or (ii) (A) with respect to the Series A Preferred Stock only, the date, or the occurrence of an event, specified by vote or written consent or agreement of the holders of at least a majority of the then outstanding shares of the Series A Preferred Stock (voting as separate series, and on an as-converted to Common Stock basis) or (B) with respect to the Series A-1 Preferred Stock only, the date, or the occurrence of an event, specified by vote or written consent or agreement of the holders of at least a majority of the then outstanding shares of the Series A-1 Preferred Stock (voting as separate series, and on an as-converted to Common Stock basis) or (C) with respect to the Series B Preferred Stock only, the date, or the occurrence of an event, specified by vote or written consent or agreement of the holders of at least a majority of the then outstanding shares of the Series B Preferred Stock (voting as separate series, and on an as-converted to Common Stock basis) or (D) with respect to the Series C Preferred Stock only, the date, or the occurrence of an event, specified by vote or written consent or agreement of the holders of at least a majority of

the then outstanding shares of the Series C Preferred Stock (voting as separate series, and on an as-converted to Common Stock basis) or (E) with respect to the Series D Preferred Stock only, the date, or the occurrence of an event, specified by vote or written consent or agreement of the holders of at least a majority of the then outstanding shares of the Series D Preferred Stock (voting as separate series, and on an as-converted to Common Stock basis).

(c) Mechanics of Conversion. Before any holder of Preferred Stock shall be entitled to voluntarily convert the same into shares of Common Stock, it, he or she shall surrender the certificate or certificates therefor, duly endorsed, at the office of this Corporation or of any transfer agent for the Preferred Stock, and shall give written notice to this Corporation at its principal corporate office, of the election to convert the same and shall state therein the name or names in which the certificate or certificates for shares of Common Stock are to be issued. This Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Preferred Stock, or to the nominee or nominees of such holder, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock as of such date. If the conversion is in connection with an underwritten offering of securities registered pursuant to the Securities Act of 1933, as amended, the conversion may, at the option of any holder tendering Preferred Stock for conversion, be conditioned upon the closing with the underwriters of the sale of securities pursuant to such offering, in which event the persons entitled to receive the Common Stock upon conversion of the Preferred Stock shall not be deemed to have converted such Preferred Stock until immediately prior to the closing of such sale of securities. If the conversion is in connection with Automatic Conversion provisions of subsection 4(b)(ii) above, such conversion shall be deemed to have been made on the conversion date described in the stockholder consent or agreement approving such conversion, and the persons entitled to receive shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holders of such shares of Common Stock as of such date.

(d) Conversion Price Adjustments of Preferred Stock for Certain Dilutive Issuances, Splits and Combinations. The Conversion Price of the Preferred Stock shall be subject to adjustment from time to time as follows:

(i) (A) If this corporation shall issue, on or after the date upon which this Certificate of Incorporation is accepted for filing by the Secretary of State of the State of Delaware (the "**Filing Date**"), any Additional Stock (as defined below) without consideration or for a consideration per share less than the Conversion Price applicable to a series of Preferred Stock in effect immediately prior to the issuance of such Additional Stock, the Conversion Price for such series in effect immediately prior to each such issuance shall forthwith (except as otherwise provided in this clause (i)) be adjusted to a price (calculated to the nearest one-tenth of a cent) determined by multiplying such Conversion Price by a fraction, the numerator of which shall be the number of shares of Common Stock Outstanding (as defined below) immediately prior to such issuance plus the number of shares of Common Stock that the aggregate consideration received by this Corporation for such issuance would purchase at such Conversion Price; and the denominator of which shall be the number of shares of Common Stock

Outstanding (as defined below) immediately prior to such issuance plus the number of shares of such Additional Stock. For purposes of this Section 4(d)(i)(A), the term “**Common Stock Outstanding**” shall mean and include the following: (1) outstanding Common Stock, (2) Common Stock issuable upon conversion of outstanding Preferred Stock, (3) Common Stock issuable upon exercise of outstanding stock options and (4) Common Stock issuable upon exercise (and, in the case of warrants to purchase Preferred Stock, conversion) of outstanding warrants. Shares described in (1) through (4) above shall be included whether vested or unvested, whether contingent or non-contingent and whether exercisable or not yet exercisable. In the event that this Corporation issues or sells, or is deemed to have issued or sold, shares of Additional Stock that results in an adjustment to a Conversion Price pursuant to the provisions of this Section 4(d) (the “**First Dilutive Issuance**”), and this Corporation then issues or sells, or is deemed to have issued or sold, shares of Additional Stock in a subsequent issuance other than the First Dilutive Issuance that would result in further adjustment to a Conversion Price (a “**Subsequent Dilutive Issuance**”) pursuant to the same instruments as the First Dilutive Issuance, then, and in each such case, upon the occurrence of a Subsequent Dilutive Issuance the applicable Conversion Price for each series of Preferred Stock shall be reduced to the applicable Conversion Price that would have been in effect had the First Dilutive Issuance and each Subsequent Dilutive Issuance all occurred on the closing date of the First Dilutive Issuance.

(B) No adjustment of the Conversion Price for the Preferred Stock shall be made in an amount less than one-tenth of one cent per share. Except to the limited extent provided for in subsections (E)(3) and (E)(4), no adjustment of such Conversion Price pursuant to this subsection 4(d)(i) shall have the effect of increasing the Conversion Price above the Conversion Price in effect immediately prior to such adjustment.

(C) In the case of the issuance of Additional Stock for cash, the consideration shall be deemed to be the amount of cash paid therefor before deducting any reasonable discounts, commissions or other expenses allowed, paid or incurred by this corporation for any underwriting or otherwise in connection with the issuance and sale thereof.

(D) In the case of the issuance of the Additional Stock for a consideration in whole or in part other than cash, the consideration other than cash shall be deemed to be the fair market value thereof as determined by the Board irrespective of any accounting treatment.

(E) In the case of the issuance of options to purchase or rights to subscribe for Common Stock, securities by their terms convertible into or exchangeable for Common Stock or options to purchase or rights to subscribe for such convertible or exchangeable securities, the following provisions shall apply for purposes of determining the number of shares of Additional Stock issued and the consideration paid therefor:

(1) The aggregate maximum number of shares of Common Stock deliverable upon exercise (assuming the satisfaction of any conditions to exercisability, including without limitation, the passage of time, but without taking into account potential antidilution adjustments) of such options to purchase or rights to subscribe for Common Stock shall be deemed to have been issued at the time such options or rights were issued and for a consideration equal to the consideration (determined in the manner provided in subsections

4(d)(i)(C) and (d)(i)(D)), if any, received by this Corporation upon the issuance of such options or rights plus the minimum exercise price provided in such options or rights (without taking into account potential antidilution adjustments) for the Common Stock covered thereby.

(2) The aggregate maximum number of shares of Common Stock deliverable upon conversion of, or in exchange (assuming the satisfaction of any conditions to convertibility or exchangeability, including, without limitation, the passage of time, but without taking into account potential antidilution adjustments) for, any such convertible or exchangeable securities or upon the exercise of options to purchase or rights to subscribe for such convertible or exchangeable securities and subsequent conversion or exchange thereof shall be deemed to have been issued at the time such securities were issued or such options or rights were issued and for a consideration equal to the consideration, if any, received by this Corporation for any such securities and related options or rights (excluding any cash received on account of accrued interest or accrued dividends), plus the minimum additional consideration, if any, to be received by this Corporation (without taking into account potential antidilution adjustments) upon the conversion or exchange of such securities or the exercise of any related options or rights (the consideration in each case to be determined in the manner provided in subsections 4(d)(i)(C) and (d)(i)(D)).

(3) In the event of any change in the number of shares of Common Stock deliverable or in the consideration payable to this Corporation upon exercise of such options or rights or upon conversion of or in exchange for such convertible or exchangeable securities, the Conversion Price of the Preferred Stock, to the extent in any way affected by or computed using such options, rights or securities, shall be recomputed to reflect such change, but no further adjustment shall be made for the actual issuance of Common Stock or any payment of such consideration upon the exercise of any such options or rights or the conversion or exchange of such securities.

(4) Upon the expiration of any such options or rights, the termination of any such rights to convert or exchange or the expiration of any options or rights related to such convertible or exchangeable securities, the Conversion Price of the Preferred Stock, to the extent in any way affected by or computed using such options, rights or securities or options or rights related to such securities, shall be recomputed to reflect the issuance of only the number of shares of Common Stock (and convertible or exchangeable securities that remain in effect) actually issued upon the exercise of such options or rights, upon the conversion or exchange of such securities or upon the exercise of the options or rights related to such securities.

(5) The number of shares of Additional Stock deemed issued and the consideration deemed paid therefor pursuant to subsections 4(d)(i)(E)(1) and (2) shall be appropriately adjusted to reflect any change, termination or expiration of the type described in either subsection 4(d)(i)(E)(3) or (4).

(ii) **“Additional Stock”** shall mean any shares of Common Stock issued (or deemed to have been issued pursuant to subsection 4(d)(i)(E)) by this corporation on or after the Filing Date other than:

(A) Common Stock issued pursuant to a transaction described in subsection 4(d)(iii) hereof;

(B) Shares of Common Stock issued to employees, directors, consultants and other service providers for the primary purpose of soliciting or retaining their services pursuant to plans or agreements approved by this Corporation's Board;

(C) Common Stock issued pursuant to an underwritten public offering;

(D) Common Stock issued pursuant to the conversion or exercise of convertible or exercisable securities outstanding on the Filing Date;

(E) Common Stock issued in connection with a bona fide business acquisition by this Corporation, whether by merger, consolidation, sale of assets, sale or exchange of stock or otherwise;

(F) Common Stock issued or deemed issued pursuant to subsection 4(d)(i)(E) as a result of a decrease in the Conversion Price of any series of Preferred Stock resulting from the operation of Section 4(d);

(G) Common Stock issued upon conversion of any of the Senior Series of Preferred Stock;

(H) Shares of Common Stock issued pursuant to any equipment leasing arrangement or debt financing arrangement or to any other person or entity with which this Corporation has a business relationship, which arrangement is approved by the Board and is primarily for non-equity financing purposes;

(I) Shares of Series A-1 Preferred Stock; provided, however, that if a Liquidation Event occurs at any time after shares of Series A-1 Preferred Stock have been issued, and at that time there remain shares of Series D Preferred Stock outstanding, then, the amount of the Series D Liquidation Preference payable on account of such Liquidation Event shall be increased (to the extent of available proceeds) so that, after taking into account the Series D Liquidation Preference and any further Proceeds distributed among the holders of the shares of the Series D Preferred Stock and the Common Stock pursuant to Section 2(d), the cumulative amount of Proceeds received by the holders of Series D Preferred Stock on account of such Liquidation Event shall be the same as if such shares of Series A-1 Preferred Stock had never been issued (the amount of such adjustment to be determined by the Board in good faith); or

(J) Common Stock that is issued with the approval of at least a majority of the then outstanding shares of Series D Preferred Stock (voting as a single class on an as-converted to Common Stock basis).

(iii) In the event this Corporation should at any time or from time to time after the Filing Date fix a record date for the effectuation of a split or subdivision of the outstanding shares of Common Stock or the determination of holders of Common Stock

entitled to receive a dividend or other distribution payable in additional shares of Common Stock or other securities or rights convertible into, or entitling the holder thereof to receive directly or indirectly, additional shares of Common Stock (hereinafter referred to as “**Common Stock Equivalents**”) without payment of any consideration by such holder for the additional shares of Common Stock or the Common Stock Equivalents (including the additional shares of Common Stock issuable upon conversion or exercise thereof), then, as of such record date (or the date of such dividend distribution, split or subdivision if no record date is fixed), the Conversion Price of the Preferred Stock shall be appropriately decreased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be increased in proportion to such increase of the aggregate of shares of Common Stock outstanding and those issuable with respect to such Common Stock Equivalents with the number of shares issuable with respect to Common Stock Equivalents determined from time to time in the manner provided for deemed issuances in subsection 4(d)(i)(E).

(iv) If the number of shares of Common Stock outstanding at any time after the Filing Date is decreased by a combination of the outstanding shares of Common Stock, then, following the record date of such combination, the Conversion Price for the Preferred Stock shall be appropriately increased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be decreased in proportion to such decrease in outstanding shares.

(e) Other Distributions. In the event this Corporation shall declare a distribution payable in securities of other persons, evidences of indebtedness issued by this Corporation or other persons, assets (excluding cash dividends) or options or rights not referred to in subsection 4(d)(iii), then, in each such case for the purpose of this subsection 4(e), the holders of the Preferred Stock shall be entitled to a proportionate share of any such distribution as though they were the holders of the number of shares of Common Stock of this Corporation into which their shares of Preferred Stock are convertible as of the record date fixed for the determination of the holders of Common Stock of this Corporation entitled to receive such distribution.

(f) Recapitalizations. If at any time or from time to time there shall be a recapitalization of the Common Stock (other than a subdivision, combination or merger or sale of assets transaction provided for elsewhere in this Section 4 or in Section 2) provision shall be made so that the holders of the Preferred Stock shall thereafter be entitled to receive upon conversion of the Preferred Stock the number of shares of stock or other securities or property of this Corporation or otherwise, to which a holder of Common Stock deliverable upon conversion would have been entitled on such recapitalization. In any such case, appropriate adjustment shall be made in the application of the provisions of this Section 4 with respect to the rights of the holders of the Preferred Stock after the recapitalization to the end that the provisions of this Section 4 (including adjustment of the Conversion Price then in effect and the number of shares purchasable upon conversion of the Preferred Stock) shall be applicable after that event as nearly equivalently as may be practicable.

(g) No Impairment. This Corporation will not, without the appropriate vote of the stockholders under the General Corporation Law or Section 6 of this Article IV(B), by amendment of its Certificate of Incorporation or through any reorganization, recapitalization,

transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by this Corporation, but will at all times in good faith assist in the carrying out of all the provisions of this Section 4 and in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of the holders of the Preferred Stock against impairment.

(h) No Fractional Shares and Certificate as to Adjustments.

(i) No fractional shares shall be issued upon the conversion of any share or shares of the Preferred Stock and the aggregate number of shares of Common Stock to be issued to particular stockholders, shall be rounded down to the nearest whole share and this Corporation shall pay in cash the fair market value of any fractional shares as of the time when entitlement to receive such fractions is determined. Whether or not fractional shares would be issuable upon such conversion shall be determined on the basis of the total number of shares of Preferred Stock the holder is at the time converting into Common Stock and the number of shares of Common Stock issuable upon such conversion.

(ii) Upon the occurrence of each adjustment or readjustment of the Conversion Price of Preferred Stock pursuant to this Section 4, this Corporation, at its expense, shall promptly compute such adjustment or readjustment in accordance with the terms hereof and prepare and furnish to each holder of Preferred Stock a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. This Corporation shall, upon the written request at any time of any holder of Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (A) such adjustment and readjustment, (B) the Conversion Price for such series of Preferred Stock at the time in effect, and (C) the number of shares of Common Stock and the amount, if any, of other property that at the time would be received upon the conversion of a share of Preferred Stock.

(i) Notices of Record Date. In the event of any taking by this Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend (other than a cash dividend) or other distribution, this Corporation shall mail to each holder of Preferred Stock, at least ten (10) days prior to the date specified therein, a notice specifying the date on which any such record is to be taken for the purpose of such dividend or distribution, and the amount and character of such dividend or distribution.

(j) Reservation of Stock Issuable Upon Conversion. This Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of the Preferred Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Preferred Stock, in addition to such other remedies as shall be available to the holder of such Preferred Stock, this Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued

shares of Common Stock to such number of shares as shall be sufficient for such purposes, including, without limitation, engaging in best efforts to obtain the requisite stockholder approval of any necessary amendment to this Certificate of Incorporation.

(k) Waiver of Adjustment to Conversion Price. Notwithstanding anything herein to the contrary, any downward adjustment of the Conversion Price of any series of Preferred Stock may be waived, either prospectively or retroactively and either generally or in a particular instance, by the consent or vote of the holders of at least a majority of the then outstanding shares of such series of Preferred Stock (voting as a single class on an as-converted to Common Stock basis). Any such waiver shall bind all future holders of shares of such series of Preferred Stock.

5. Voting Rights.

(a) General Voting Rights. The holder of each share of Senior Series of Preferred Stock shall have the right to one vote for each share of Common Stock into which such Preferred Stock could then be converted, and with respect to such vote, such holder shall have full voting rights and powers equal to the voting rights and powers of the holders of Common Stock, and shall be entitled, notwithstanding any provision hereof, to notice of any stockholders' meeting in accordance with the Bylaws of this corporation, and except as provided by law, shall be entitled to vote, together with holders of Common Stock, with respect to any question upon which holders of Common Stock have the right to vote. Fractional votes shall not, however, be permitted and any fractional voting rights available on an as-converted basis (after aggregating all shares into which shares of Preferred Stock held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

(b) Election of Directors. The holders of record of the shares of Series D Preferred Stock, exclusively and as a separate class, shall be entitled to elect one (1) director of the Corporation (the "**Series D Director**") and the holders of record of the shares of Common Stock, exclusively and as a separate class, shall be entitled to elect four (4) directors of the Corporation. Any director elected as provided in the preceding sentence may be removed without cause by, and only by, the affirmative vote of the holders of the shares of the class or series of capital stock entitled to elect such director or directors, given either at a special meeting of such stockholders duly called for that purpose or pursuant to a written consent of stockholders. If the holders of shares of Series D Preferred Stock or Common Stock, as the case may be, fail to elect a sufficient number of directors to fill all directorships for which they are entitled to elect directors, voting exclusively and as a separate class, pursuant to the first sentence of this Subsection 5(b), then any directorship not so filled shall remain vacant until such time as the holders of the Series D Preferred Stock or Common Stock, as the case may be, elect a person to fill such directorship by vote or written consent in lieu of a meeting; and no such directorship may be filled by stockholders of the Corporation other than by the stockholders of the Corporation that are entitled to elect a person to fill such directorship, voting exclusively and as a separate class. The holders of record of the shares of Common Stock and of any other class or series of voting stock (including the Series D Preferred Stock), exclusively and voting together as a single class, shall be entitled to elect the balance of the total number of directors of the Corporation. At any meeting held for the purpose of electing a director, the presence in person or by proxy of the holders of a majority of the outstanding shares of the class or series entitled to

elect such director shall constitute a quorum for the purpose of electing such director. Except as otherwise provided in this Subsection 5(b), a vacancy in any directorship filled by the holders of any class or series shall be filled only by vote or written consent in lieu of a meeting of the holders of such class or series or by any remaining director or directors elected by the holders of such class or series pursuant to this Subsection 5(b). The rights of the holders of the Series D Preferred Stock under the first sentence of this Subsection 5(b) shall terminate on the first date on which there are issued and outstanding less than 500,000 shares of Series D Preferred Stock (subject to appropriate adjustment as equitable in the event of any stock dividend, stock split, combination, or other similar recapitalization with respect to the Series D Preferred Stock).

6. Series D Protective Provisions. So long as a majority of the shares of Series D Preferred Stock originally issued remain outstanding, this Corporation shall not (by amendment, merger, consolidation or otherwise) without first obtaining the approval (by vote or written consent, as provided by law) of the holders of at least a majority of the then outstanding shares of the Series D Preferred Stock (voting as separate series, and on an as-converted to Common Stock basis):

- (a) consummate a Liquidation Event;
- (b) amend this Certificate of Incorporation or the Bylaws other than to give effect to a "Qualified Senior Series" (as defined below);
- (c) increase or decrease (other than by redemption or conversion) the total number of (i) authorized shares of Common Stock or Preferred Stock or (ii) designated shares of any series of Preferred Stock;
- (d) redeem, purchase or otherwise acquire (or pay into or set aside for a sinking fund for such purpose) any share or shares of Preferred Stock or Common Stock; provided, however, that this restriction shall not apply to (i) the repurchase of shares of Common Stock at the original cost thereof from employees, officers, directors, consultants or other persons performing services for this Corporation or any subsidiary pursuant to agreements under which this Corporation has the option to repurchase such shares upon the occurrence of certain events, such as the termination of employment or service, or pursuant to a right of first refusal; or (ii) the redemption of any share or shares of Series D Preferred Stock in accordance with Section 3; or (iii) the redemption of shares of Common Stock, Series A Preferred Stock, Series B Preferred Stock and/or Series C Preferred Stock utilizing the proceeds from the Original Issue Price of the Series D Preferred Stock as contemplated by that certain Series D Preferred Stock Agreement of the Corporation dated as of September 21, 2016 (the "**Series D Agreement**").
- (e) change the authorized number of directors of this Corporation;
- (f) pay or declare any dividend on any shares of capital stock of the Corporation other than (i) dividends payable on the Common Stock solely in the form of additional shares of Common Stock, (ii) dividends issued pursuant to Section 1(a) or Section 1(c) and (iii) the Annual Distribution (as that term is defined in the IRA);
- (g) create, or authorize the creation of, or issue, or authorize the issuance of, any debt in the excess of \$15,000,000 in the aggregate (in addition to the

commercial debt that is reflected in the “Financial Statements”, as that term is defined in Section 2.20 of the Series D Agreement);

(h) adopt any material alteration in the nature of the Corporation’s business;

(i) create any new option pool or any increase in the number of shares reserved for grant under any option plan or alter the terms of any option plan;

(j) enter into or amend any transaction with any director or officer of this Corporation or any “associate” (as defined in Rule 12b-2 under the Securities Exchange Act of 1934, as amended) of any such person; or

(k) authorize or issue any additional class or series of equity security (including any debt or other security convertible into or exercisable for any equity security), other than the issuance of any authorized but unissued shares of Blank Check Preferred Stock pursuant to a “Qualified Senior Series” (as that term is defined below). As used herein, “**Qualified Senior Series**” shall mean any series or class of Preferred Stock of the Corporation that (x) is authorized by the Corporation in connection with, or in order to accommodate, a Preferred Stock financing transaction (i) in which at least a majority of the invested capital comes from unaffiliated third party purchasers, (ii) with a valuation of the Corporation on the basis of a fully diluted pre-money valuation in excess of \$200,000,000 and (iii) with securities sold or issued not in excess of \$10,000,000, and (y) by its terms (i) is not a “participating” equity security in the sense that it participates in liquidating distributions to the holders of the Common Stock in addition to and after the receipt of payment of its liquidation preference; (ii) does not contain a liquidation preference in excess of one (1) times the original investment amount; (iii) does not contain any right to receive an accruing or cumulative dividend; (iv) does not afford the holders thereof anti-dilution protection on a basis that is more favorable than the broad-based weighted average formulas applicable to the Series D Preferred Stock; (v) does not amend, alter or repeal any of the powers, preferences or rights of the Series D Preferred Stock contained in this Certificate of Incorporation or the Bylaws of the Corporation in a manner that adversely affects any of the holders of Series D Preferred Stock; (vi) shall be entitled to no greater protective provisions, in sum or value than those enjoyed by the holders of the Series D Preferred Stock; (vii) shall not have a preference over or be on parity with the Series D Preferred Stock with respect to dividends, liquidation, voting rights or redemption (unless prior thereto the holders of the Series D Preferred Stock shall have received Annual Distributions and/or dividends equal in aggregate amount to the Original Issue Price of the shares of Series D Preferred issued to them); and (viii) shall include no “pay-to-play” provisions. Except for these limitations, a Qualified Senior Series may contain such voting powers, full or limited, or no voting powers, and such designations, preferences and relative participating, optional or other special rights, and qualifications, limitations or restrictions and priorities thereof, including, without limitation thereof, special voting rights, conversion rights, and liquidation preferences, as the Board, in the exercise of its rights set out in Article IV (B), may deem to be appropriate or necessary.

7. Series A Protective Provisions, Series A-1 Protective Provisions, Series B Protective Provisions and Series C Protective Provisions. So long as a majority of the shares of

Series A Preferred Stock originally issued remain outstanding, this Corporation shall not, (by amendment, merger, consolidation or otherwise), without first obtaining the approval (by vote or written consent, as provided by law) of the holders of at least a majority of the then outstanding shares of the Series A Preferred Stock (voting as separate series, and on an as-converted to Common Stock basis), amend this Corporation's Certificate of Incorporation or Bylaws so as to adversely alter or change the powers, preferences or special rights of the shares of Series A Preferred Stock. So long as a majority of the shares of Series A-1 Preferred Stock originally issued remain outstanding, this Corporation shall not, (by amendment, merger, consolidation or otherwise), without first obtaining the approval (by vote or written consent, as provided by law) of the holders of at least a majority of the then outstanding shares of the Series A-1 Preferred Stock (voting as separate series, and on an as-converted to Common Stock basis), amend this Corporation's Certificate of Incorporation or Bylaws so as to adversely alter or change the powers, preferences or special rights of the shares of Series A-1 Preferred Stock. So long as a majority of the shares of Series B Preferred Stock originally issued remain outstanding, this Corporation shall not, (by amendment, merger, consolidation or otherwise), without first obtaining the approval (by vote or written consent, as provided by law) of the holders of at least a majority of the then outstanding shares of the Series B Preferred Stock (voting as separate series, and on an as-converted to Common Stock basis), amend this Corporation's Certificate of Incorporation or Bylaws so as to adversely alter or change the powers, preferences or special rights of the shares of Series B Preferred Stock. So long as a majority of the shares of Series C Preferred Stock originally issued remain outstanding, this Corporation shall not, (by amendment, merger, consolidation or otherwise), without first obtaining the approval (by vote or written consent, as provided by law) of the holders of at least a majority of the then outstanding shares of the Series C Preferred Stock (voting as separate series, and on an as-converted to Common Stock basis), amend this Corporation's Certificate of Incorporation or Bylaws so as to adversely alter or change the powers, preferences or special rights of the shares of Series C Preferred Stock.

8. Status of Redeemed or Converted Stock. In the event any shares of Preferred Stock shall be redeemed or converted pursuant to Section 3 or Section 4 hereof, the shares so redeemed or converted shall be cancelled and shall not be issuable by this Corporation. The Certificate of Incorporation of this Corporation shall be appropriately amended to effect the corresponding reduction in this corporation's authorized capital stock.

9. Notices. Any notice required by the provisions of this Article IV(B) to be given to the holders of shares of Preferred Stock shall be deemed given (i) if deposited in the United States mail, postage prepaid, and addressed to each holder of record at his, her or its address appearing on the books of this corporation, (ii) if such notice is provided by electronic transmission in a manner permitted by Section 232 of the General Corporation Law, or (iii) if such notice is provided in another manner then permitted by the General Corporation Law.

C. Common Stock. The rights, preferences, privileges and restrictions granted to and imposed on the Common Stock are as set forth below in this Article IV(C).

1. Dividend Rights. Subject to the prior rights of holders of all classes of stock at the time outstanding having prior rights as to dividends, the holders of the Common Stock shall be entitled to receive, when, as and if declared by the Board, out of any assets of this

Corporation legally available therefor, any dividends as may be declared from time to time by the Board.

2. Liquidation Rights. Upon the occurrence of any Liquidation Event, the assets of this Corporation shall be distributed as provided in Section 2 of Article IV(B) hereof.

3. Redemption. The Common Stock is not redeemable at the option of the holder.

4. Voting Rights. The holder of each share of Common Stock shall have the right to one vote for each such share, and shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of this Corporation, and shall be entitled to vote upon such matters and in such manner as may be provided by law. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the stock of this Corporation entitled to vote, irrespective of the provisions of Section 242(b)(2) of the General Corporation Law.

ARTICLE V

Except as otherwise provided in this Certificate of Incorporation, in furtherance and not in limitation of the powers conferred by statute, the Board is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of this Corporation.

ARTICLE VI

The number of directors of this Corporation shall be determined in the manner set forth in the Bylaws of this Corporation.

ARTICLE VII

Elections of directors need not be by written ballot unless the Bylaws of this Corporation shall so provide.

ARTICLE VIII

Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws of this Corporation may provide. The books of this Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board or in the Bylaws of this Corporation.

ARTICLE IX

A director of this Corporation shall not be personally liable to this Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to this Corporation or its stockholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law, or (iv) for any

transaction from which the director derived any improper personal benefit. If the General Corporation Law is amended after approval by the stockholders of this Article IX to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law as so amended.

Any amendment, repeal or modification of the foregoing provisions of this Article IX by the stockholders of this Corporation shall not adversely affect any right or protection of a director of this corporation existing at the time of, or increase the liability of any director of this corporation with respect to any acts or omissions of such director occurring prior to, such amendment, repeal or modification.

ARTICLE X

This Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE XI

To the fullest extent permitted by applicable law, this Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers, employee and agents of this Corporation (and any other persons to which General Corporation Law permits this corporation to provide indemnification) through Bylaw provisions, agreements with such persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the General Corporation Law, subject only to limits created by applicable General Corporation Law (statutory or non-statutory), with respect to actions for breach of duty to this Corporation, its stockholders, and others.

Any amendment, repeal or modification of the foregoing provisions of this Article XI shall not adversely affect any right or protection of a director, officer, employee, agent or other person existing at the time of, or increase the liability of any such person with respect to any acts or omissions of such person occurring prior to, such amendment, repeal or modification.

ARTICLE XII

This Corporation renounces any interest or expectancy of this Corporation in, or in being offered an opportunity to participate in, an Excluded Opportunity. An "Excluded Opportunity" is any matter, transaction or interest that is presented to, or acquired, created or developed by, or which otherwise comes into the possession of, (i) any director of this Corporation who is not an employee of this Corporation or any of its subsidiaries, or (ii) any holder of Preferred Stock or any partner, member, director, stockholder, employee or agent of any such holder, other than someone who is an employee of this Corporation or any of its subsidiaries (collectively, "**Covered Persons**"), unless such matter, transaction or interest is presented to, or acquired, created or developed by, or otherwise comes into the possession of, a

Covered Person expressly and solely in such Covered Person's capacity as a director of this Corporation.

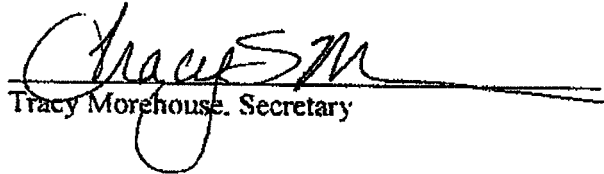
ARTICLE XIII

In connection with repurchases by this Corporation of its Common Stock from employees, officers, directors, advisors, consultants or other persons performing services for this Corporation or any subsidiary pursuant to agreements under which the corporation has the option to repurchase such shares at cost upon the occurrence of certain events, such as the termination of employment, Sections 502 and 503 of the California Corporations Code shall not apply in all or in part with respect to such repurchases.

THIRD: The foregoing amendment and restatement was approved by the holders of the requisite number of shares of said Corporation in accordance with Section 228 of the General Corporation Law.

FOURTH: That said Certificate of Incorporation, which restates and integrates and further amends the provisions of this Corporation's Third Restated Certificate of Incorporation, has been duly adopted in accordance with Sections 242 and 245 of the General Corporation Law.

IN WITNESS WHEREOF, this Fourth Restated Certificate of Incorporation has been executed by a duly authorized officer of this corporation on this 21st day of September, 2016.


Tracy Morehouse, Secretary



DEPARTMENT OF STATE
GOVERNMENT OF PUERTO RICO

CERTIFICATE OF GOOD STANDING

I, **Rosachely Rivera Santana**, **Secretary of State** of the Government of Puerto Rico,

CERTIFY: That, pursuant to the provisions of Puerto Rico's General Law of Corporations, **DEPCOM POWER, INC.**, register number **428912**, a **for profit foreign** corporation, organized under the laws of **Delaware** and duly authorized to do business in Puerto Rico since **June 11, 2019**, has complied with the filing of its Annual Reports.



IN WITNESS WHEREOF, the undersigned by virtue of the authority vested by law, hereby issues this certificate and affixes the Great Seal of the Government of Puerto Rico, in the City of San Juan, Puerto Rico, today, **August 13, 2025**.

Rosachely Rivera Santana
Secretary of State

To validate this certificate go to: <https://estado.pr.gov/>

This certificate is valid for one (1) year from issue date (Regulation 8688, Art. 26). However, it is subject to faithful compliance with the provisions of Chapter XV and Chapter XXI of Act 164-2009, as applicable.

Certificate Validation Number: **837258-64993953**

Gobierno de Puerto Rico
DEPARTAMENTO DE ESTADO
San Juan, Puerto Rico

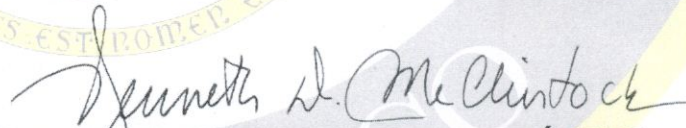
CERTIFICADO DE ORGANIZACION

Yo, **KENNETH McCLINTOCK HERNÁNDEZ**, Secretario de Estado del Gobierno de Puerto Rico,

CERTIFICO: Que “**RENEWABLE ENERGY SYSTEMS LLC**”, registro **3464**, es una Compañía de Responsabilidad Limitada, organizada bajo las leyes de Puerto Rico el **1 de julio de 2011**, a las **2:32 PM**.



EN TESTIMONIO DE LO CUAL, firmo el presente y hago estampar en él el Gran Sello del Estado Libre Asociado de Puerto Rico, en la ciudad de San Juan, hoy 1 de julio de 2011.


KENNETH McCLINTOCK HERNÁNDEZ
Secretario de Estado



DEPARTAMENTO DE ESTADO
GOBIERNO DE PUERTO RICO

CERTIFICADO DE CUMPLIMIENTO ("GOOD STANDING")

Yo, **Rosachely Rivera Santana**, **Secretaria de Estado** del Gobierno de Puerto Rico,

CERTIFICO: Que, a tenor con la Ley General de Corporaciones de Puerto Rico, **RENEWABLE ENERGY SYSTEMS LLC**, registro número **3464**, una Compañía de Responsabilidad Limitada **doméstica con fines de lucro** organizada bajo las leyes de Puerto Rico el **1 de julio de 2011**, ha cumplido con el pago de los Derechos Anuales.



EN TESTIMONIO DE LO CUAL, firmo el presente y hago estampar en él el Gran Sello del Gobierno de Puerto Rico, en la ciudad de San Juan, Puerto Rico, hoy, **14 de agosto de 2025**.

Rosachely Rivera Santana
Secretaria de Estado

Para validar este certificado acceda a:

<https://estado.pr.gov/>

Este certificado es válido por un (1) año a partir de la fecha de su expedición (Reglamento 8688, Art. 26). Sin embargo, está sujeto al fiel cumplimiento de las disposiciones del Capítulo XV y Capítulo XXI de la Ley 164-2009, según aplique.

Número de Validación del Certificado: **837718-71658624**

Attachment 2

RENOVACIÓN APROBADA: 30 de junio, 2022

RENEWAL APPROVED ON: June 30, 2022



Gobierno de Puerto Rico
Government of Puerto Rico

DEPARTAMENTO DE ESTADO
Department of State

Secretaría Auxiliar de Juntas Examinadoras
Office of the Assistant Secretary of State for Examining Boards

La Junta Examinadora de Ingenieros y Agrimensores
The Examining Board of Engineers and Land Surveyors

por la presente certifica que
hereby certifies that

Hugo Rafael Durand Schettini

habiendo cumplido todos los requisitos de Ley, se ha inscrito en el Registro de esta Junta como
having met all the requirements of law, has been registered as:

Ingeniero Licenciado
Licensed Engineer


En testimonio de lo cual, se expide esta licencia para el ejercicio de dicha profesión, bajo el sello de la Junta Examinadora.
In testimony whereof, this license is issued to practice this profession, under the seal of the Board of Examiners.

En San Juan, Puerto Rico, efectivo 26 de junio de 2022
In San Juan, Puerto Rico, effective June 26, 2022.

Número de Licencia: 18624
License Number

Vencimiento: 25 de junio de 2027
Expires: June 25, 2027




Presidente


Directora
Director



COLEGIO DE INGENIEROS Y AGRIMENSORES DE PUERTO RICO

PO Box 363845 * San Juan, Puerto Rico 00936-3845
Tel. 758-2250

CERTIFICACION

Por la presente certifico que el Ing. Hugo R Durand Schettini, PE, Número de Licencia 18624 es miembro activo del Colegio de Ingenieros y Agrimensores de Puerto Rico desde el 28 de marzo de 2001 y ha cumplido con los requisitos de colegiación para el año 2025-2026.

Y para que así conste expido la presente certificación bajo mi firma y sello oficial del Colegio de Ingenieros y Agrimensores de Puerto Rico, en San Juan Puerto Rico, a 11 de agosto de 2025.




Ing. Erasto García Pérez
Director Ejecutivo

177747



We enhance profitability, efficiency, and energy independence

HUGO DURAND SCHETTINI, PE, MEEE
SENIOR ELECTRICAL ENGINEER

EDUCATION

- Bachelor of Science in Electrical Engineering (BSEE)
University of Puerto Rico Mayaguez Campus, Mayaguez, PR – May 2000
- Master of Engineering in Electrical Engineering (MEEE)
Cornell University, Ithaca, NY – January 2002

PROFESSIONAL REGISTRATION

- Puerto Rico Professional Engineer License – #18624 PE
- Puerto Rico Photovoltaic System Certified Installer – #PPPE-PV-0244

WORK EXPERIENCE

- HD Group, LLC – Electrical Engineer/President
April 2019 – Present
- DG3A Design Group, PSC – Electrical Engineer/Partner
January 2002 – April 2019
- Max Services, LLC – Chief Inspector
December 2017 – June 2018

PROFESSIONAL PROFILE

Engineer Hugo Durand-Schettini began working for an Engineering and Architectural Firm in Puerto Rico, first as electrical engineer and subsequently as chief electrical engineer, responsible for delivering electrical design project from the schematic phase straight to construction drawings including cost estimating and construction administration. Then became partner of the firm. Hugo Durand-Schettini has vast experience working in projects from the planning phase to the construction phase, including strength designing overhead and underground distribution and sub-transmission (38kV) lines and PV Systems.

PROFESSIONAL EXPERIENCE

RENEWABLES

- **Coamo Solar, Coamo, PR** – Design of PV Plant (100MW), Battery Energy Storage System (55MW), High Voltage engineering, Substation 125MVA, 115/34.5kV including protection and control, Gen-Tie 115kV Transmission Interconnection Line and Gabia-Santa Isabel Switchyard Interconnection Point.

- **Caguas BESS, Caguas, PR** – Design of Battery Energy Storage System (25MW), High Voltage engineering, Substation 32MVA, 38/34.5kV including protection and control, Gen-Tie 38kV Sub-Transmission Interconnection Line.
- **Penuelas BESS, Penuelas, PR** – Design of Battery Energy Storage System (100MW), High Voltage engineering, Substation 125MVA, 115/34.5kV including protection and control, Gen-Tie 115kV Transmission Interconnection Line.
- **Ponce BESS, Ponce, PR** – Design of Battery Energy Storage System (25MW), High Voltage engineering, Substation 32MVA, 38/34.5kV including protection and control, Gen-Tie 38kV Sub-Transmission Interconnection Line.
- **CIRO One Salinas, Salinas, PR** – Design of high voltage engineering, PV Plant Substation Yard 100MVA, 115/30kV including protection and control, Gen-Tie 115kV Transmission Interconnection Line (30% Drawings) and Aguirre SP 115kV Interconnection Bay (30% Drawings).
- **IBQ – Head Start PV System, Caguas, PR** – Design of a 183kW ground, roof and carport mounted photovoltaic system with 1,340kWh battery storage for the educational facility.
- **Total Gas Station 897 Canopy System, Carolina, PR** – Design of a 30kW canopy-mounted photovoltaic system for the gas station.
- **Total Gas Station 727 Canopy System, Caguas, PR** – Design of a 13kW canopy-mounted photovoltaic system for the gas station.
- **Steel Services PV System, Toa Alta, PR** – Design of a 234kW roof-mounted photovoltaic system for the facilities.
- **Santiago Residence PV System, San Juan, PR** – Design of a 19kW roof-mounted photovoltaic system with 54kWh battery storage.
- **Tomasini Residence PV System, San Juan, PR** – Design of a 20kW roof-mounted photovoltaic system with 40kWh battery storage.
- **Colon Residence PV System, San Juan, PR** – Design of a 16kW roof-mounted photovoltaic system with 40kWh battery storage.
- **Maldonado Residence PV System, Guaynabo, PR** – Design of a 22kW roof-mounted photovoltaic system with 40kWh battery storage.

- **Jardines de Loiza Apartments, Loiza, PR** – Site lighting improvements and a combined 52kW roof-mounted photovoltaic system with 189kWh battery storage for 4 apartment clusters and a community building.
- **Cali Nurseries, Barranquitas, PR** – Electrical substation and 33kW ground-mounted photovoltaic system design and inspection.

POWER

- **A&E Field Assessment for Design, PR** – Transmission and Distribution Lines Field Assessments.
- **LUMA Storm Restoration Services Hurricane Fiona, PR** – Transmission and Distribution Work Order Packages (WOP), Transmission Lines Field Assessments and Drone Transmission Lines Field Assessments.
- **US Army Reserve Center Training Facility, Aguadilla, PR** – Aerial and underground sub-transmission 38kV feeder and electrical substation.
- **USACE Task Force Power Puerto Rico, Aguadilla Area Office, PR** – Chief Inspector supervising power restoration contract Senior Inspectors and Quality Assurance (QA) Inspectors. These were part of the United States Army Corps of Engineers (USACE) teams during the Repair and Restoration of the Electric Power Grid of Puerto Rico after Hurricane Maria.
- **Las Americas Technology Park 38kV GIS, Moca, PR** – Construction Management and Inspection for a 38 kV Gas Insulated Switchgear (GIS).
- **Luis Muñoz Marín Airport GIS, Carolina, PR** – Construction Management and Inspection for a 38 kV Gas Insulated Switchgear (GIS).
- **Urban Area Town of Barranquitas, Barranquitas, PR** – Underground design of electrical, telephone, cable tv utilities and lighting.
- **Urban Area Town of Arecibo, Arecibo, PR** – Underground design of electrical, telephone, cable tv utilities and lighting.

TELECOMMUNICATIONS

- **DM Wireless Small Cell, Manati, PR** – Design and permitting for a small cell located in the Manati area.
- **Columbus Network Fiber Optic Cable Ring, Metro Area, PR** – Design, layout and permitting of an underground, aerial fiber optic cable rings and clients service drops for a broadband provider.

COMMERCIAL

- **PRASA New Commercial Offices Canton Mall, Bayamon, PR** – Power distribution, telecommunications, lighting and fire alarm system design.

TRANSPORTATION

- **Metropistas LED Lighting Rehabilitation at Exit 71** – Secondary lines and lighting design for PR-22 Exit 71.
- **AC-005380/PR-53 and PR-906, Humacao, PR** – Improvement of existing power and lighting systems for the geometrical and safety Improvements of PR-53 Toll Plaza at Km. 28.3 and Km. 34.8, and PR-906 at PR-3 and PR-923 intersection.
- **Metropistas LED Lighting** – Electrical design and inspection for the replacement of lighting system in PR-22 and PR-5 with new Light Emitting Diode (LED).
- **San Ignacio Avenue, Guaynabo, PR** – Aerial distribution lines, secondary lines and lighting design for new avenue.
- **PR-341, Mayaguez, PR** – Relocation of aerial distribution lines, secondary lines and lighting design.
- **Los Marreros Municipal Road, San Juan, PR** – Relocation of aerial distribution lines, secondary lines and lighting design.
- **San Patricio Avenue, Guaynabo, PR** – Underground design of secondary lines and lighting.
- **PR-385, Peñuelas, PR** – Relocation of aerial distribution lines, secondary lines and lighting design.
- **PR-441, Aguada, PR** – Underground design of electrical, telephone utilities and lighting.
- **PR-196, Caguas, PR** – Relocation of aerial sub-transmission, distribution and secondary lines and lighting design.
- **PR-653, Arecibo, PR** – Relocation of aerial distribution, secondary lines and lighting design.

HOUSING

- **Jardines del Paraiso Public Housing, San Juan, PR** – Electrical, telephone and cable tv site improvements, and modernization of a 112-unit housing and Community Building project.

- **Río Plata, Comerio, PR** – Electrical site improvements and modernization of a 90-unit housing and Community Building project.
- **Torres de la Sabana Public Housing, Carolina, PR** – Evaluation of the electrical system.
- **Narciso Varona Public Housing, Juncos, PR** – Electrical, telephone and cable tv site improvements and modernization of a 242-unit housing and Community Building project.
- **Los Lirios Public Housing, San Juan, PR** – Electrical, telephone and cable tv site improvements and modernization of a 150-unit housing and Community Building project.
- **Comunidad Especial El Vigia, Arecibo, PR** – Electrical site improvements and residence electrical interior design of a 51-unit housing project.
- **Comunidad Especial Santo Domingo y Pellejas, Arecibo, PR** – Electrical site improvements and residence electrical interior design of a 100-unit housing project.
- **Colinas de Magnolia Public Housing, Juncos, PR** – Electrical, telephone and cable tv site improvements and modernization of a 148-unit housing and Community Building project.
- **Brisas de Bayamon Public Housing, Bayamon, PR** – Observation during construction for site improvements and modernization of a 300-unit housing and Community Building project.

AIRPORT

- **Airport Rescue Fire Fighting Station, Aguadilla, PR** – Electrical substation, power distribution, lighting and fire alarm system design.

EDUCATIONAL

- **Lola Rodríguez de Tió School Renovation, San Germán, PR** – Electrical design for the modernization (rehabilitation/construction) of the school facilities.

HEALTH

- **Centro de Tratamiento con Metadona, Aguadilla, PR** – Electrical design for the installation of a 60kW emergency generator.
- **Centro de Salud de Lares, Quebradillas, PR** – Electrical substation, power distribution, lighting, telecommunications and fire alarm system design.

WATER

- **La Plata Pump Station, Toa Baja, PR** – Electrical substation and power distribution design.
- **Jacanas Pump Station, Yabucoa, PR** – Electrical substation and power distribution design.

- **Milton Pereles Pump Station, Barranquitas, PR** – Electrical substation and power distribution design.
- **Buena Vista Pump Station, Humacao, PR** – Electrical substation and power distribution design.

SPORTS

- **Puerto Rico Sailing Federation Facilities, Cabo Rojo, PR** – Power distribution and lighting design for the new building.
- **Coliseum Dr. Juan Sánchez Acevedo, Moca, PR** – Power distribution and lighting design.
- **La Gloria Sport Complex, Trujillo Alto, PR** – Electrical substation, power distribution and lighting design.
- **Interamericana Sport Complex, Trujillo Alto, PR** – Electrical substation, power distribution and lighting design.
- **Polideportivo Barrio Rio Cañas, Guaynabo, PR** – Electrical substation, power distribution and lighting design.

INSTITUTIONAL

- **De Lugo Federal Building and Courthouse, St. Thomas, USVI** – Fire alarm system design.
- **FAA San Juan CERAP, Carolina, PR** – Fire alarm system design.

HOSPITALITY

- **Municipal Hotel Dorado, Dorado, PR** – Electrical offsite, electrical substation, power distribution, lighting and fire alarm system design.
- **ESJ Towers, Carolina, PR** – Fire alarm system design.

Anthony Perez Santiago, EIT

787-566-1776 | anthony.perez.sa@gmail.com

ABOUT ME

Highly passionate engineer and strategic thinker with a mission to accelerate the transformation of the electrical grid into a more resilient and equitable one for all.

Focus areas include utility-scale solar and energy storage development, wind turbines, control systems, electric vehicle infrastructure, and energy efficiency. Patent holder and Engineer in Training with Professional Engineering license (Puerto Rico) in process, demonstrating proven expertise in leading multi-million-dollar energy projects from conception to commercial operation.

Core skills: Cross-functional leadership, managing complex projects, strategic thinker

EDUCATION

M.E. – Electrical Engineering

University of Puerto Rico Mayagüez | 2018

B.S. – Electrical Engineering

University of Puerto Rico Mayagüez | 2016

EXPERIENCE

Development Manager

Putnam Solar Investment | San Juan/Salinas, Puerto Rico | October 2023 - Present

- Spearhead end-to-end development lifecycle for multi-million dollar solar and battery energy storage projects (200+ MW) across critical development phases.
 - **Utility Interconnection:** Lead strategy development, application submission, study process management, and support agreement negotiations with utility partners.
 - **Feasibility & Design:** Oversee comprehensive site assessments, resource analysis, preliminary engineering, and technology evaluation for optimal project configuration.
 - **OEM & Vendor Management:** Establish and maintain strategic relationships, support procurement strategy, and manage key supplier interactions throughout development phases.
 - **Environmental & Permitting:** Direct environmental due diligence, including NEPA coordination, wetland delineations, endangered species assessments, secure land use permits, and ensure full regulatory compliance.

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- Maintain rigorous oversight of technical compliance, ensuring project designs and execution plans align with grid codes, safety standards, environmental regulations, and offtake agreement requirements.
- Served as principal author for project proposals (securing \$300+MM), created compelling narratives that meet grant/program requirements, and effectively communicated project strengths.

Product Development Engineer

DEPCOM Power | August 2022 - October 2023

- Led the development and strategy of Energy Management System (EMS) products for utility-scale PV + Energy Storage systems. Main responsibilities for product development:
 - Developed Human Machine Interfaces (HMI) requirements focused on operators and safety
 - Incorporated core features to meet grid requirements nationwide
 - Maintained a vendor-neutral product to ensure greater flexibility and market applicability

Senior Business Analyst & System Engineer – Distributed Energy, EVs, and Clean Tech Solutions

Larsen & Toubro | Greenville, SC | August 2021 - July 2022

- Led system integration of a 325 kW DCFC EV charging station coupled with a 218 kWh BESS.
- Worked closely with CPO, OEMs, and customers to ensure interoperability of C&I microgrid projects.
- Collaborated with vendors to develop a comprehensive portfolio of technology options for future microgrid projects.
- Provided technical assistance to commercial and sales teams to close deals.

Edison Engineering Development Program – Renewables

GE Renewable Energy | Greenville, SC & Schenectady, NY | July 2018 - July 2021

- Led concept design of modular DC-coupled battery energy storage system (BESS), including technical analysis, sizing, and short circuit analysis of electrical equipment while collaborating with cross-functional engineering teams
- Enhanced energy storage sizing tool with automatic optimization capabilities, enabling application engineers to create faster, more accurate proposals with optimized equipment combinations and improved system designs

Anthony Perez Santiago, EIT

787-566-1776 | anthony.perez.sa@gmail.com

- Designed, integrated, tested, and validated control system solutions for next-generation GE wind turbines and the existing fleet as part of a \$13.5MM safety program directly overseen by leadership.

INTELLECTUAL PROPERTY

Patent Holder

- "System and method for optimizing auxiliary loads based on operational usage"
 - US Patent No. 11149714B2 | Issued October 19, 2021

TECHNICAL SKILLS

- **Project Development:** Utility interconnection, environmental permitting, feasibility analysis, OEM management
- **Software & Tools:** HOMER (DER analysis), MATLAB, Simulink, C, Assembly, JIRA, CLM, Rally
- **Testing & Validation:** Hardware in the Loop (HIL), Software in the Loop (SIL) testing
- **Project Management:** Scrum framework, end-to-end project lifecycle management
- **Regulatory Compliance:** Grid codes, NEPA coordination, environmental due diligence

CERTIFICATIONS & PROFESSIONAL DEVELOPMENT

- **Engineer in Training (EIT)** | Current
 - **Professional Engineer (P.E.) - Power Systems** | Exam Passed - License in Process (Expected October 2025)
 - **OSHA 30 hours General Industry** | Completed
 - **Certified Energy Manager Training** | Completed
 - **Climate Reality Leadership Training** | Completed
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DEPARTAMENTO DE DESARROLLO
ECONÓMICO Y COMERCIO

DDEC

CERTIFICADO

INSTALADOR DE SISTEMAS ELÉCTRICOS RENOVABLES

El Programa de Política Pública Energética Certifica a:

Rafael Pagán Cáceres

PROFESIÓN: INGENIERO ELECTRICISTA (10206 PE)

TIPO DE CERTIFICACIÓN: SISTEMA PV (FOTOVOLTAICO)

NÚMERO DE CERTIFICACIÓN: PPPE-PV-0426

CARLOS TEJERA FERNANDEZ
DIRECTOR | PROGRAMA DE POLÍTICA PÚBLICA ENERGÉTICA

FECHA DE EXPEDICIÓN: 30 DE MARZO DE 2023

FECHA DE EXPIRACIÓN: 30 DE MARZO DE 2027



DEPARTAMENTO DE DESARROLLO
ECONÓMICO Y COMERCIO

DDEC

CERTIFICADO

INSTALADOR DE SISTEMAS ELÉCTRICOS RENOVABLES

El Programa de Política Pública Energética Certifica a:

Javier R. Pérez Sanfeliz

PROFESIÓN: INGENIERO ELECTRICISTA (15910 PE)

TIPO DE CERTIFICACIÓN: SISTEMA PV (FOTOVOLTAICO)

NÚMERO DE CERTIFICACIÓN: PPPE-PV-0871

FERNANDO FIGUEROA ALEJANDRO
DIRECTOR INTERINO | PROGRAMA DE POLÍTICA PÚBLICA ENERGÉTICA

FECHA DE EXPEDICIÓN: 27 DE SEPTIEMBRE DE 2022

FECHA DE EXPIRACIÓN: 27 DE SEPTIEMBRE DE 2026

Eric G. Rivera

Gurabo, PR | 787-423-7261 | ericgrivera1@gmail.com

Professional Summary

Mechanical Engineer and licensed Professional Engineer with extensive experience in renewable energy, BESS, peaker plants, and wind turbines. Skilled in project coordination, design, and execution, with a strong focus on energy equity and grid modernization. Proven track record in developing innovative engineering solutions and leading client-facing projects.

Experience

Project Engineer | Putnam Solar — Salinas, PR | 2025-Present

- Led project execution and construction of CIRO ONE, a 90MW solar PV plant, ensuring timely delivery and compliance with technical and regulatory requirements.

Senior Associate | Energy & Industrial Group | Sargent & Lundy — San Juan, PR | 2023-2024

- Supported on planning, design, procurement, and execution of 430MW BESS projects and 320MW Peaker projects for GENERA PR.
- Supported project pre-development, regulatory approval, and execution.

Associate III | Electric Grid Infrastructure Services | Sargent & Lundy — San Juan, PR | 2022-2023

- Performed pole loading analysis for installation of overhead distribution automation equipment.
- Conducted electrical load assessments to evaluate feasibility and placement of distribution automation equipment to increase grid reliability.

Lead Installation Engineer | GE Renewable Energy — Greenville, SC | 2021-2022

- Led development of wind turbine installation tooling and processes for GE's 1.XMW, 3.XMW & 5MW units.
- Co-developed hub lifting tooling and process for GE's 1.XMW unit in under 6 months, reducing development time by 50%.
- Led New Product Introduction for next-generation wind turbine technologies mitigating blade oscillations.

Repair Engineer | GE Renewable Energy — Greenville, SC | 2019-2021

- Standardized engineering design processes using lean principles.
- Co-developed Crane-less Nacelle Lid Relocation procedure, enabling in-situ gearbox repair for 35% of 1.XMW fleet.
- Co-developed Pitch Bearing Stabilization Plate Retrofit procedure, improving lifecycle cost of over 5,000 wind turbines.

Education

- B.S. Mechanical Engineering — University of Puerto Rico, Mayagüez (2018)

Licenses & Certifications

- Professional Engineer (PE), Puerto Rico, Lic. No. 28838
- Professional Engineer (PE), South Carolina, Lic. No. 41489

Technical Skills

- Renewable Energy Systems, BESS, Peaker Plants, Wind Turbines
- Languages: English (Fluent), Spanish (Native)

Volunteering / Leadership

ReEnFoCo Microgrids | Cooperativa Hidroeléctrica de la Montaña (2022)

- Developed preliminary design and techno-economic analysis for 90+ microgrids in rural communities.
- Designed PV module solar canopy system for Microgrid 2, compliant with the 2018 PR Building Code.