

ESTOPPEL CERTIFICATE

TO: EROP, LLC, its successors and assigns (“**Buyer**”)
3130 N. Kandy Ln.
Decatur, IL 62526

RE: Consent Judgment dated April 3, 2003 as amended by First Amendment dated May 26, 2005, Second Amendment dated November 22, 2005, Third Amendment dated April 19, 2007, Fourth Amendment dated March 5, 2008, Fifth Amendment dated February 26, 2009 and Sixth Amendment dated June 4, 2018 and as affected by the Final Judgment of Arbitrator dated June 27, 2006 (collectively, the “Consent Judgment”)

Ladies and Gentlemen:

As of the date set forth below, the City of Rochester Hills, Michigan hereby states and certifies the following to Buyer in connection with Buyer’s acquisition from Rose Grove LLC (“**Seller**”) of certain property located in Rochester Hills, Oakland County, Michigan and being more particularly described on Exhibit A attached hereto (the “**Property**”), which is subject to the Consent Judgment:

1. The Consent Judgment is in full force and effect and has not been assigned, modified, supplemented or amended.
2. There are no defaults under the Consent Judgment by the Seller as the owner of the Property and, to our actual knowledge, no event has occurred that, with the passage of time or the giving of notice, or both, would constitute a default under the Consent Judgment by the Seller as owner of the Property.
4. The undersigned is not aware of any defaults under the Consent Judgment by any other party subject to the Consent Judgment.
5. As contemplated in the Sixth Amendment to Consent Judgment, Kostal Kontakt Systeme, Inc. acquired the “KKS Property” (as defined in the Sixth Amendment) so that the Sixth Amendment is effective and enforceable.
6. As of the date set forth below, _____ square feet of the 840,000 square feet of maximum ground floor building area applicable to the overall property subject to the Consent Judgment (such property being hereinafter referred to as the “Development”) has been built upon and/or reserved and allocated to portions of the Development and there remains _____ square feet available to be reserved and allocated to the remainder of the Development.

7. All rights of way within the Development, including but not limited to the “Ring Road” (as referred to in the First Amendment to the Consent Judgment), have been properly dedicated and accepted.
8. The “Technical Review Committee” (or “TRC”, as defined in the First Amendment to the Consent Judgment) is the proper party for the submission and approval of site plans under the Consent Judgment.

The undersigned recognizes and acknowledges that it is making these representations and warranties to Buyer with the intent that Buyer and its affiliates, subsidiaries, lenders, successors and assigns may rely herein and as a material inducement to acquire the Property.

The individual executing this Certificate on behalf of the undersigned hereby represents and warrants that he or she is duly authorized to execute this Certificate on behalf of the undersigned.

EXECUTED as of the ____ day of _____, 2023.

THE CITY OF ROCHESTER HILLS, MICHIGAN

By: _____
Print: _____
Its: _____

cc: Griffin Fletcher & Herndon LLP
3500 Red Bank Road
Cincinnati, OH 45227
Attn: Andrew D. Graf
agraf@gfh-law.com
(513) 763-3513

EXHIBIT A

Property

Land in the City of Rochester Hills, Oakland County, MI, described as follows:

A parcel of land located in the Southwest $\frac{1}{4}$ of Section 30, Town 3 North, Range 11 East, City of Rochester Hills, Oakland County, Michigan, more particularly described as: Commencing at the West $\frac{1}{4}$ corner of said Section 30 (as remonumented); Thence South 85 degrees 49 minutes 02 seconds West, 1.93 feet along the Westerly extension of the East and West $\frac{1}{4}$ line of Section 30 to a property controlling corner (formerly described as the West $\frac{1}{4}$ corner of Section 30); Thence proceeding along the West property controlling line of said Section 30 (as monumented) formerly described as the West line of said Section 30 also being the centerline of Adams Road (variable width) the following two (2) courses: 1) South 01 degree 30 minutes 03 seconds East, 385.17 feet and 2) South 02 degrees 03 minutes 12 seconds East, 632.96 feet; Thence North 85 degrees 38 minutes 28 seconds East, 271.46 feet to a point on the Southerly right of way of Adams Road (variable width), said point also being the point of beginning; Thence from said point of beginning the following two (2) courses along said Southerly right of way: 1) 753.14 feet along the arc of a curve to the right, radius 760.00 feet, central angle 56 degrees 46 minutes 43 seconds, and a chord that bears North 70 degrees 06 minutes 42 seconds East, 722.70 feet and 2) South 81 degrees 29 minutes 57 seconds East, 337.76 feet; Thence South 03 degrees 10 minutes 24 seconds East, 118.34 feet; Thence South 85 degrees 38 minutes 28 seconds West, 1023.15 feet to the point of beginning.