

## EXHIBIT A

### INDEMNIFICATION CERTIFICATE

The undersigned hereby certifies that he or she is authorized to execute and deliver this Indemnification Certificate and further represents, in the name of and on behalf of Waste Pro USA, Inc. (the "Indemnitor"), the following:

(1) At the request of the Indemnitor, the Florida Development Finance Corporation (the "Issuer") proposes to issue its tax-exempt and/or taxable revenue bonds in an aggregate principal amount not to exceed \$210,000,000, in one or more series issued at one or more times (collectively, the "Bonds"), a maximum of \$3,900,000 of the proceeds of which are to be used to finance or refinance all or a portion of the cost of various capital improvements to the Indemnitor's solid waste facilities located at 2951 West King Street, Cocoa, Florida 32936, including but not limited to, the purchase of new collection vehicles and/or repairs to existing collection vehicles, solid waste collection containers and compactors, and other related machinery, equipment, and property used for the collection, storage, treatment, utilization, processing, or final disposal of solid waste (collectively, the "Project");

(2) The issuance of the Bonds to finance the Project: (a) is appropriate to the needs and circumstances of, and will make a significant contribution to the economic growth of the community in which it is located, (b) will provide or preserve gainful employment, and (c) will promote commerce and economic development within the State of Florida;

(3) Brevard County, Florida (the "County") will continue to be able to cope satisfactorily with the impact of the Project and will be able to provide, or cause to be provided when needed, the public facilities, including utilities and public services, that will be necessary for the operation, repair, and maintenance of the Project and on account of any increases in population or other circumstances resulting therefrom;

(4) The Indemnitor has requested the Board of County Commissioners (the "Board") of the County approve the issuance of the Bonds for purposes of complying with federal tax law and Section 163.01, Florida Statutes; and

(5) The County desires indemnification from the Indemnitor as a material inducement to the Board granting the foregoing approval.

NOW THEREFORE, THE UNDERSIGNED, ON BEHALF OF THE INDEMNITOR, DOES HEREBY: Agree to defend the County and its officials, employees, attorneys and agents and the members of the Board, and hold the County and its officials, employees, attorneys and agents and the members of the Board, harmless against any and all claims, losses, liabilities or damages to

property or any injury or death of any person or persons occurring in connection with the issuance of the Bonds or the acquisition, development, construction rehabilitation, ownership or operation of the Project by or on behalf of the Indemnitor, including in the case of any and all negligence of such indemnitee, or in any way growing out of or resulting from the Project or from the issuance, sale or delivery of the Bonds, including, but not limited to, liabilities or costs arising under the Internal Revenue Code of 1986, as amended, the Securities Act of 1933, the Securities Exchange Act of 1934 or any applicable securities law of the State of Florida, including, without limitation, all costs and expenses of the County, including reasonable attorneys' fees, incurred in connection therewith.

IN WITNESS WHEREOF, the Indemnitors have executed this Indemnification Certificate this 17<sup>th</sup> day of February, 2023.

**WASTE PRO USA, INC.**

By: 

Name: Robert Cort Sabina

Title: CFO