GM

Exhibit D – Certification Affidavit
Non-Conflict of Interest

Emergency Temporary Power Generation
RFP 3PPO-0314-20-TPG2

Issued by 3PPO

Proprietary and Confidential

Proponent's Initials: GM

EXHIBIT D – CERTIFICATIONS AFFIDAVIT

NON-CONFLICT OF INTEREST CERTIFICATION

Emergency Temporary Power Generation
RFP 3PPO-0314-20-TPG2

I, Gunnar Michelsen, in my personal capacity and in representation of Gothams Energy LLC ("Proponent"), Tax I.D. Number 33-4663550, of legal age, with profession: Director of Special Projects, marital status: single, and resident of the State of Texas, for the procurement process referenced in the title of this document ("Procurement Process"). In such regard, I hereby certify that:

1. No public official or employee of P3, 3PPO and/or PREPA possesses any financial interest with any Proponent participating in this Procurement Process, and that likewise, has had no direct or indirect financial interest with these for the past four (4) years.

2. No public official or employee of P3, 3PPO and/or PREPA has solicited or accepted, directly or indirectly, by means of any person or entity with interest in this Procurement Process, including the Proponent, any goods of any value -including, gifts, gratuities, contributions, services, donations, loans, and/or any other item of monetary value- for themselves and/or for any member of their immediate family, and/or relatives, and/or for any person, as a form of compensation for performing the duties and responsibilities of their position in connection with this Procurement Process.

3. No public official or employee of P3, 3PPO and/or PREPA has solicited or accepted, directly or indirectly, by means of any person or entity with interest in this Procurement Process, including the Proponent, any goods of any value - including, gifts, gratuities, contributions, services, donations, loans, and/or any other item of monetary value- for themselves and/or for any member of their immediate family, and/or relatives, and/or for any person, in exchange for their actions being an influence in the end result of this Procurement Process.

4. I do not have a kindred relationship within the fourth (4th) degree of consanguinity and/or second (2nd) degree of affinity with public official or employee of P3, 3PPO and/or PREPA that participates or influences -or has the capacity to do so- in the institutional decisions of PREPA.

PREPA is highly committed to management excellence and promotes the effective use of the government resources to benefit the people of Puerto Rico. Thus, PREPA will support and comply with the provisions of Act 2-2018, known as the Anti-Corruption Code for the New Puerto Rico, as amended, including Title III, Code of Ethics for Contractors, Suppliers, and Applicants for Economic Incentives of the Government of Puerto Rico.

Considering the above, I, the Proponent's Authorized Representative, also certify that:

I agree to comply with the applicable provisions of Act 2-2018, known as the Anti-Corruption Code for the New Puerto Rico, as amended, including Title III, Code of Ethics for Contractors, Suppliers and Applicants for Economic Incentives of the Government of Puerto Rico and recognize that this is an essential requirement in order to execute transactions or to set up agreements with PREPA.

NON-CONFLICT OF INTEREST CERTIFICATION
ON EXISTING OR PENDING CONTRACTS

I, Gunnar Michelsen, of legal age, of marital status (married/**single**), and a resident of the State of Texas, have been designated as the authorized representative of Gothams Energy LLC ("the Proponent") for the procurement process referenced in the title of this document ("Procurement Process"). In such regard, I hereby certify that:

1. There are no relevant facts or circumstances that could give rise to an organizational or personal conflict of interest for the Proponent or its staff with respect to the Procurement Process with PREPA. Nonetheless, the Proponent recognizes that situations may arise that may appear to be, or are, conflicts -or potential conflicts- of interest. The term "potential conflict" means reasonably foreseeable conflict of interest.

2. That there are no present or currently planned interest related to the work to be performed under the proposed contract that would create an actual or apparent conflict of interest or organizational conflict of interest with PREPA.

3. The Proponent will disclose to PREPA any relevant information of an apparent, potential, or actual conflict of interest that may appear to exist regardless of their opinion that such information would not impair their objectivity.

4. As per 2 C.F.R. § 200.318(c)(1), a conflict of interest would arise when "the employee, officer, or agent, any member of his or her immediate family, his or her partner, or an organization which employs or is about to employ any of the parties indicated herein, has a financial or other interest in or a tangible personal benefit from a firm considered for a contract". Therefore, I understand that conflicts of interest may arise in, but are not limited to, the following situations:

    a) **Unequal access to information.** A potential contractor, subcontractor, employee, or consultant has access to non-public information through its performance on a government contract for disaster recovery services in Puerto Rico.
    b) **Biased ground rules.** A potential contractor, subcontractor, employee, or consultant has worked with a government contract or program with the basic structure or ground rules of another government contract for disaster recovery services in Puerto Rico.
    c) **Impaired objectivity.** A potential contractor, subcontractor, employee, or consultant, or member of their immediate family (spouse, parent, or child) has financial interests, or others, that would impair, or give the

appearance of impairing, impartial judgment in the evaluation of government programs in offering advice or recommendations to the government, or in providing technical assistance or other services to recipients of Federal funds as part of its contractual responsibility.

5. In the case in which the Proponent discloses to PREPA an apparent, potential, or actual conflict of interest, PREPA will take the appropriate measures to address the disclosure by taking the following actions, which include but are not limited to, eliminating, mitigating or neutralizing the apparent, potential or actual conflict, when appropriate, through such means as ensuring a balance of views, disclosure with the appropriate disclaimers, or by restricting or modifying the work to be performed to avoid or reduce the apparent, potential, or actual conflict.

6. If an apparent, potential, or actual conflict of interest is discovered by the Proponent after the Procurement Process concludes, it will make a full disclosure in writing to the contracting officer. This disclosure shall include a description of actions the Proponent has taken or proposes to take to avoid, mitigate, or neutralize the apparent, potential, or actual conflict of interest.

7. The Proponent has no present or currently planned interests (financial, contractual, organizational, or otherwise) relating to the contract or task order that may result from this Procurement Process that would create any apparent, actual, or potential conflict of interest (including conflicts of interest for immediate family members: spouses, parents, children) that would impinge on its ability to render impartial, technically sound, and objective assistance or advice or result in it being given an unfair competitive advantage.

8. The Proponent has exercised and will continue to exercise due diligence in avoiding, identifying, removing, or mitigating any apparent, potential, or actual conflicts of interest to PREPA's satisfaction.

LIMITED DENIAL OF PARTICIPATION (LDP)/SUSPENSION OR DEBARMENT STATUS AFFIDAVIT

By signing this Certification, the Proponent certifies that the firm, business or person submitting the proposal has not been LDP, suspended, debarred or otherwise lawfully precluded from participating in any public procurement activity with any Federal, State or local government. Signing this Certification without disclosing all pertinent information about a debarment or suspension shall result in rejection of the proposal or cancellation of a contract. PREPA may also exercise any other remedy available by law.

CERTIFICATION REGARDING DEBARMENT, SUSPENSION, INELIGIBILITY, AND VOLUNTARY EXCLUSION

The Proponent certifies, by submission of this Certification, that:

(1) Neither it nor its principals are presently debarred, suspended, proposed for debarment, declared ineligible, or voluntarily excluded from participation in this transaction by any Federal department or agency;

GM

(2) It will provide immediate written notice to whom this Certification is submitted if at any time the Proponent learns its certification was erroneous when submitted or has become erroneous by reason of changed circumstances;
(3) It shall not knowingly enter any lower-tier covered transaction with a person who is debarred, suspended, declared ineligible, or voluntarily excluded from participation in this covered transaction unless authorized by the department or agency with which this transaction originated;
(4) It will include the clause titled Certification Regarding Debarment, Suspension, Ineligibility, and Voluntary Exclusion—Lower Tier Covered Transactions, without modification, in all lower tier covered transactions and in all solicitations for lower tier covered transactions;
(5) The certifications herein are a material representation of fact upon which reliance was placed when this transaction was entered into; and
(6) Where the Proponent is unable to certify to any of the statements in this certification, such Proponent shall attach an explanation to this Certification.

ENTITY PRIOR PERFORMANCE CERTIFICATION

1. Has the Proponent been notified with a "Letter of Concern", which refers to any written communication from a Government entity notifying the Proponent's wariness or caution about the Proponent's performance under a contract to provide services?

☐ Yes | ☒ No | ☐ Other

If **other**, specify: _____

If **yes**, provide a copy of every "Letter of Concern" received from and as a contractor of a government entity.

2. Has the Proponent been found in default of contract terms with any contracting entity?

☐ Yes | ☒ No

If **yes**, indicate below if a Performance Bond or other means was issued to resolve the default issue:

☐ Yes | ☐ No | ☐ Other

If Other, specify: N/A

Name of Surety Company: _____

Telephone of Surety Company: _____

Contact Person of Surety Company: _____

Provide an explanation regarding the circumstances that created the need for the contracting entity to invoke the terms of the Performance Bond, or other means, to include the current status of the

N/A

NON-COLLUSIVE AFFIDAVIT (NON-COLLUSION CERTIFICATION)

The Proponent certifies that in relation to the procurement process referenced in the title of this document:

1. The prices in the offer have been arrived at independently without directly or indirectly mediating any type of consultation, communication or agreement with any other competitor relating to i) prices, ii) intention to submit an offer, or iii) the methods or factors used to calculate the proceed offered;
2. Prices in the offer have not been and will not be knowingly disclosed by the Proponent, directly or indirectly, to any other Proponent or competitor before bid opening or contract award unless otherwise required by law;
3. No attempt has been made or will be made by the Proponent to induce any other competitor to/not to submit an offer for the purpose of restricting competition.

The signatory below (select one):

☒ Is the person in the Proponent's organization responsible for determining the prices being offered, and has not participated and will not participate in any action contrary to paragraphs (1) through (3) above?

☐ Has been authorized, in writing, to act as agent for the following principals in certifying that those principals have not participated and will not participate in any action contrary to

GM

paragraphs (1) through (3) above?

Name 1	Position 2	Name 3	Position
N/A			

As an authorized agent, the Signatory does certify that the principals named above have not participated, and will not participate, in any action contrary to paragraphs (1) through (3) above. As an agent, the Signatory has not personally participated and will not participate in any action contrary to paragraphs (1) through (3) above.

ANTI-LOBBYING CERTIFICATION

The undersigned certifies, to the best of his or her knowledge and belief, that:

(1) No Federal appropriated funds have been paid or will be paid, by or on behalf of the undersigned, to any person for influencing or attempting to influence and officer or employee of an agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with the awarding of any Federal contract, the making of any Federal grant, the making of any Federal loan, the entering into of any cooperative agreement, and the extension, continuation, renewal, amendment, or modification of any Federal contract, grant, loan, or cooperative agreement.

(2) If any funds other than Federal appropriated funds have been paid or will be paid to any person for making lobbying contracts to an office or employee of any agency, a Member of Congress, and officer or employee of Congress, or an employee of a Member of Congress in connection with the Federal contract, grant, loan, or cooperative agreement, the undersigned shall complete and submit Standard Form – LLL, "Disclosure Form to Report Lobbying", in accordance with its instructions.

(3) The undersigned shall require that the language of this certification is included in the award documents for all subawards at all tiers (including subcontractors, subgrants, and contracts under grants, loans, and cooperative agreements) and that all subrecipients shall certify and disclose accordingly.

This certification is a material representation of the fact upon which reliance was placed when this transaction was made or entered into. Submission of this certification is a prerequisite for making or entering into this transaction imposed by 31 U.S.C. 1352 (as amended by the Lobbying Act of 1995). Any person who fails to file the required certification shall be subject to a civil penalty of not less than $10,000 and not more than $100,000 for each failure.

The Proponent Gothams Energy LLC certifies or affirms the truthfulness and accuracy of each statement of its certification and disclosure, if any. In addition, the Proponent understands and agrees that the provisions of 31 U.S.C. sec. 3801 et seq., apply to this certification and disclosure, if any.

GM

SWORN STATEMENT
Act 2-2018, Anticorruption Code for the New Puerto Rico

I, Gunnar Michelsen, in my personal capacity and in representation of Gothams Energy LLC ("Proponent"), Tax I.D. Number 33-4663550, of legal age, with profession: Director of Special Projects, marital status: Single, and resident of State of Texas, do hereby solemnly swear as follows:

1. My name and personal circumstances are as stated above.
2. As of the date of execution of this sworn statement, neither the undersigned nor the Proponent, or its president, vice president, director, executive director, member of Board of officers or directors, or any persons performing equivalent functions on Proponent's behalf, has been convicted or has pleaded guilty in state or federal court, or in any other jurisdiction of the United States, for any of the following crimes: (a)aggravated misappropriation; (b) extortion; (c) sabotage of essential public services; (d) forgery of documents; (e) fraud; (f) electronic fraud; (g) construction fraud; (h) fraudulent use, possession or transfer of cards with electronic bands; (i) illicit enrichment; (j) illicit enrichment by public official; (k) unjustified enrichment; (l) illicit enrichment of public work or services; (m) improper intervention in government operations; (n) negotiation incompatible with the exercise of public office; (p) false certifications; (q) bribery, in all its modalities; (r) undue influence; (s) embezzlement of public funds; or (t) money laundering.
3. As of the date of execution of this sworn statement and **for the twenty (20) years** prior, neither the undersigned nor the Proponent, or any of its officers, including its president, vice president, director, executive director, member of board of officers or directors, or any person performing equivalent functions on Proponent's behalf, has been convicted or has pleaded guilty in the state or federal forum, or in any other jurisdiction of the United States, for any of the following crimes: (a) aggravated damage; (b) property retention; (c) alteration or mutilation of property; (d) filing of false documents or data; (e) illegal possession and use of tax information, receipts and payment vouchers; (f) illegal purchase and sale of goods for the payment of taxes; (g) filing false writings; (h) illegal possession of tax receipts; (i) falsification of entries in registers; (j) forgery of stamps; (k) ideological falsehood; (l) forgery of license, certificates and other documents; (m) forgery in the exercise of professions or occupations; (n) possession and transfer of forged documents; (o) possession of counterfeit instruments; (p) preparation of false writings.
4. As of the date of execution of this sworn statement and **for the eight (8) years** prior, neither the undersigned nor the Proponent, or any of its officers, including its president, vice president, director, executive director, member of board officers or directors, or any person performing equivalent functions on Proponent's behalf, has been convicted or has pleaded guilty in the state or federal forum, or in any other jurisdiction of the United States, for any of the following crimes: (a) omission in the fulfillment of duty; (b) illegal sale of goods; (c) breach of duty; (d) negligence in the fulfillment of duty; (e) usurpation of public office; or (f) preventing the inspection of records and documents
5. As of the date of execution of this sworn statement and **for the ten (10) years prior**, neither the undersigned nor the Proponent, or any of its officers, including its president, vice president, director, executive director, member of board officers or directors, or any person performing equivalent functions on Proponent's behalf, has been convicted or has pleaded guilty in the state or federal forum, or in any other jurisdiction of the United States, for crimes against the exercise of public office or public funds as defined in the Puerto Rico Penal Code; Law No. 1-2012, as amended, the Government Ethics Office Enabling Act; or any other crime defined in Law 2-2018.
6. I accept and acknowledge my obligation to inform of any change or modification to this statement during the contracting process or the term of the contract as the result of a guilty plea or conviction for any of the above-mentioned crimes or any other conduct prohibited

by the "Code of Ethics for Contractors, Suppliers of Goods and Services and Applicants for Economics Incentives of the Executive Agencies of the Government of Puerto Rico", Title III, Law 2-2018.

7. I accept and acknowledge that a conviction for any of the crimes specified in the above paragraphs will result, in addition to any other penalties, in the immediate termination of any contract in force at the time of conviction, between the undersigned, the Proponent, and any government entity, public corporation or municipality at the date of conviction or guilty plea.
8. The undersigned and/or the Proponent, as the case may be, commits to complying with the "Code of Ethics for Contractors, Suppliers of Goods and Services and Applicants for Economics Incentives of the Executive Agencies of the Government of Puerto Rico", Title III, Law 2-2018.
9. I execute this sworn statement pursuant to Law 2-2018 and the terms and provisions of this RFP.
10. I execute this sworn statement so that any government entity, public corporation, or municipality has knowledge of what is herewith declared and for any administrative and/or legal purpose in relation thereto.

AFFIDAVIT OF GOOD STANDING FOR PUBLIC CONTRACTING PURPOSES

I, Gunnar Michelsen, the duly authorized Director of Special Projects (title) of Gothams Energy LLC (Company Name) (the "Applicant"), being first duly sworn, hereby affirm and state as follows:

Definitions

For purposes of this affidavit, the term "Applicant" shall include the Company named above and all of its officers, directors, owners, agents, and representatives, including the undersigned in his/her official capacity. The term "undersigned" refers to me, the Affiant, in my capacity as a representative of the Applicant.

Legal and Ethical Representations

After diligent inquiry and thorough verification, and to the best of my knowledge, information, and belief, as of the date of this affidavit, neither the Applicant nor the undersigned has been convicted of, or entered a plea of guilty or nolo contendere to, any of the following offenses under the laws of the United States, Puerto Rico, or any other jurisdiction:

- Any crime involving violence or threat, including without limitation assault, battery, domestic violence, or sexual offense.
- Any threats, intimidation, or retaliation against any public official or any person acting on behalf of a governmental entity.
- Obstruction of justice, witness tampering, or any offense committed in an attempt to impede an official proceeding.
- Fraud, theft, embezzlement, bribery, forgery, or falsification of records, including any offense related to obtaining, attempting to obtain, or performing any contract or agreement.
- Any offense involving moral turpitude or deceit (e.g., perjury, fraud) or any other act that reflects adversely on the Applicant's or the undersigned's moral character or professional integrity.
- Any criminal violation of laws or regulations governing public contracts, procurement, grants, or financial assistance.
- No plea of nolo contendere or any other plea in lieu of conviction has been entered by the Applicant or the undersigned for any of the offenses listed above.
- Neither the Applicant nor the undersigned is currently the subject of any pending indictment, criminal charge, or investigation related to any of the offenses listed above.

Government Contracting Eligibility

Neither the Applicant nor the undersigned has ever been debarred, suspended, or otherwise

declared ineligible to participate in any federal, state, territorial, or local government contract, procurement process, grant, or program. Neither the Applicant nor the undersigned has been found in breach of any contract or agreement with a government agency, nor have they knowingly made any material misrepresentation or omission in connection with any public procurement, contract bid, or grant application.

Disclosure of Convictions or Offenses

If any conviction, plea, or adjudication described above has been entered against the Applicant or the undersigned, the details (including date, jurisdiction, and nature of the offense) are provided below. If none of the above-described events have occurred, write "None." below.

Disclosure: None

Use of Information

The undersigned understands that the information provided in this affidavit may be used by the Agency in its pre-award evaluation, risk assessment, and contracting process in accordance with applicable laws, regulations, and procurement policies. All statements in this affidavit are provided voluntarily for those purposes.

Certification

I certify under penalty of perjury and other applicable laws that the foregoing statements and any information provided in this affidavit are true, complete, and correct to the best of my knowledge and belief. I understand that knowingly providing false, incomplete, or misleading information in this affidavit may subject the Applicant and/or the undersigned to civil and criminal penalties, and may result in disqualification of the Applicant from contracting, debarment from future contracts, or termination of any contract awarded on the basis of this affidavit.

Name of Applicant: ~~Gunnar Michelsen~~ Gothams Energy LLC

By (Signature): [signature]

Printed Name of Signatory: Gunnar Michelsen

Title: Director of Special Projects

Date: 6 August 2025

Affidavit

Subscribed and sworn to before me in the City of AUSTIN, TEXAS, on this 6th day of AUGUST, 20 25, by GUNNAR MICHELSEN, DIRECTOR OF SPECIAL PROJECTS (Title) of GOTHAMS ENERGY LLC (Company Name) (the Applicant), who is personally known to me or who has presented satisfactory evidence of identity.

Sharon Majors
Notary Public

SHARON MAJORS
MY COMMISSION EXPIRES
04/16/2028
NOTARY ID: 134855352