

1.1 Corporate Organization and Operational Contract Structure

Ohio State Energy Partners LLC (OSEP, the Concessionaire) is a special purpose vehicle (SPV) and a wholly owned subsidiary of two equity partners (together, the Consortium):

- ENGIE (50%): A wholly owned subsidiary of ENGIE North America Inc., which itself is a wholly owned subsidiary of ENGIE S.A.
- Axiom (50%): Axiom Infrastructure US Inc., an affiliate of AxInfra US LP, controlled by Axiom Infrastructure Inc.

ENGIE S.A., through its subsidiaries, such as ENGIE North America Inc. and ENGIE Services Inc. (collectively ENGIE), has operated in North America for over 40 years. The US-based company generates power from a diverse and low carbon fuel mix with over 1,300 MW of behind the meter generation, supplies electricity to 12 deregulated states, and has operated and maintained over 25 million square feet of building space.

ENGIE's North American operations also provide energy procurement, utility, and operations and maintenance services to 150 higher education and healthcare facilities. Globally, ENGIE operates 250 district energy systems, some of which are of a size comparable to, or larger than the Ohio State University's campus utility system (Utility System).

As a testimony to the importance of sustainability in the organization, ENGIE has been named to the two most prestigious Environmental, Social and Governance indices: the Dow Jones Sustainability World Index and the Dow Jones Sustainability Europe Index, established by the extra financial rating agency, RobecoSAM. This places ENGIE among the top 10% of sustainability-driven companies in its peer group and recognizes its ongoing efforts with respect to corporate social responsibility.

Axiom Infrastructure is an independent infrastructure investment firm dedicated to generating long-term returns through buy-and-hold investments in core infrastructure assets. Axiom manages two dedicated infrastructure funds, which have over \$1.5 billion in assets under management, as well as \$1 billion in managed co-investments. Axiom's open-ended, buy-and-hold strategy distinguishes it from most other private equity and infrastructure investors, as closed-end funds have an obligation to divest at the end of the fund life. Axiom's continuous ownership interest for the full 50-year term of the Concession will facilitate the Consortium's ability to evaluate system management and improvements from a long-term, holistic perspective.

Organization & Governance¹

In connection with the submission of this binding proposal, an Owner's Agreement Term Sheet has been negotiated and executed by the Consortium members. Upon award of the Concession, a comprehensive Owners' Agreement will be executed by the Consortium members. The governance structure in the Owner's Agreement Term Sheet is based on the governance already in effect in investments co-owned by Axiom and ENGIE.

¹ For a video demonstrating the Consortium's shared vision for this project please follow this link:
https://www.siradel.com/all_web/P.DT/colombus/finalOSUvideo.mp4

The Concessionaire is wholly-owned by a holding company (OSEP HoldCo), which, in turn, will be co-owned on a 50:50 basis by Axiom and ENGIE. OSEP HoldCo will be overseen by an eight-member Board of Directors, with four individuals to be appointed each by Axiom and ENGIE. All material decision-making at OSEP HoldCo and, in turn, at the Consortium will be undertaken by unanimous or supermajority vote of the Board of Directors, depending on the matter. Some types of decisions to be brought to the Board of Directors may include the execution of any material contracts, the incurrence of any additional indebtedness, the approval of the annual budget, and any amendments to the Concession Agreement.

The Board of Directors will also appoint both an Executive Committee and a Members Committee. The Executive Committee will consist of two members: Thierry Vandal (Axiom) as Chairman, and Andre Cangucu (ENGIE). This committee will be the primary interface with senior level University administration. The Members Committee will consist of four members: Paulo Arencibia (Axiom), Pierre Loyer (ENGIE), John Givens (ENGIE), and Brian Larkin (Axiom). All decisions by the Board of Directors are to be implemented by the Members Committee in accordance with the terms of the approval. The Members Committee will also be responsible for other administrative and financial decision-making, which does not give rise to a vote of the Board of Directors. This committee will be responsible for overseeing the Operator pursuant to the terms of the O&M Agreement, overseeing all financial reporting, tax reporting, and financial statement preparation processes and receiving regular updates through recurring quarterly meetings with the Operators.

Operator, Administrator and ECM Provider

ENGIE Services Inc. (ENGIE Services or the Operator) will be responsible for the day-to-day operation and maintenance of the Utility System, providing ECM services and administrative requirements of the Consortium under the Concession Agreement in exchange for an Operator Fee as described in Proposal Form A-1.

ENGIE operates 250 district energy systems globally, making them one of the most qualified operators of these types of utility systems in the world. As a result of this significant expertise with respect to utility asset operations and energy efficiency services, as the Operator of the Utility System, ENGIE Services is exceptionally qualified to propose, develop and manage the construction of future Capital Improvement projects. ENGIE Services will optimize the Utility System and achieve (or exceed) the target reductions in Energy Usage Intensity (EUI) under the Concession Agreement to create value for the University.

An O&M Agreement between OSEP and ENGIE Services will govern the responsibilities of ENGIE Services to operate and maintain the Utility System, and provide ECM services and services related to assisting the University with the procurement and management of energy supply. The Members Committee will then have oversight of ENGIE Services for each of these responsibilities.

In addition, under the O&M Agreement, ENGIE Services will be required to provide project development and construction management services to the University on behalf of the Consortium. These responsibilities will include idea generation and conceptualization of new value-added projects, including ECMs, over the concession period, as well as construction and project management services, as needed, for certain approved projects to reduce overall project costs, maintain schedule and manage risk.

To support implementation of the ECMs over the initial ten-year period, ENGIE Services intends to leverage the experience of its subsidiary, Opterra, as well two sub-contractors, Ecosystems and Wendel. This team specializes in the implementation of building and system energy conservation measures, including the initial audit and analysis, both the preliminary and final design phases for a new project,

and the construction, installation, and operation of ECMs. These organizations have substantial experience with universities and colleges across the US, and bring a complimentary set of expertise that will allow the Consortium to implement its entire ECM business plan.

ENGIE Services will be responsible for handling certain administrative functions of the Consortium under an Administrative and Management Services Agreement in collaboration with the Members Committee. ENGIE Services will provide day-to-day administrative services, including financial and loan compliance, maintenance and renewal of all environmental permits, completion of all regulatory filings, management of financial and tax reporting processes, and general coordination between the Consortium and the University.

The service agreements between ENGIE Services and Ohio State Energy Partners were constructed based on a back-to-back principle; they reflect performance, safety and efficiency targets, which align with the commitments that OSEP will make to the University under the Concession Agreement.

Gregg Garbesi will be responsible for the management of the Utility System staff and day-to-day interface with the University. Mr. Garbesi will be located in Columbus for the full term of his position as Managing Director of the Operator, relocating from College Park, MD, where he currently oversees the University of Maryland campus utility system pursuant to a 20-year operations concession with ENGIE. Prior to joining ENGIE, Mr. Garbesi had a 28-year career with the US Navy, including time as both a naval engineer and a faculty member at the Naval Academy in Annapolis, MD.

In addition to managing the Utility System staff over the term of the Concession, Mr. Garbesi will also oversee two other individuals in critical positions: the Director of ECM Implementation and the Affinity Program Director, both of whom will be located in Columbus. The Director of ECM Implementation will be appointed through ENGIE Services and is intended to be located on the Columbus campus for the full term of the ECM implementation period. The Consortium intends to hire another local resource to fulfill the role of the Affinity Program Director, who is likely an individual with experience serving in a similar role at Ohio State. The role of the Affinity Program Director is discussed in more detail herein.

Presently, ENGIE Services has corporate offices in Columbus and will be relocating an additional staff of 15 to supplement the current operational organization. There are nine new staff members to support ECMs (including a Director of ECMs), four additional staff members to support smart meter installation (including a Manager), one FTE to direct the Affinity Program and one administrative assistant for the FTE, totaling 15 additions to the 54 FTEs. In addition to the staff added to the overall organization, a Transition Manager to ensure a smooth changeover will be physically located in Columbus and a single point of contact for all other related matters will be made available to the University.

Organizational Chart

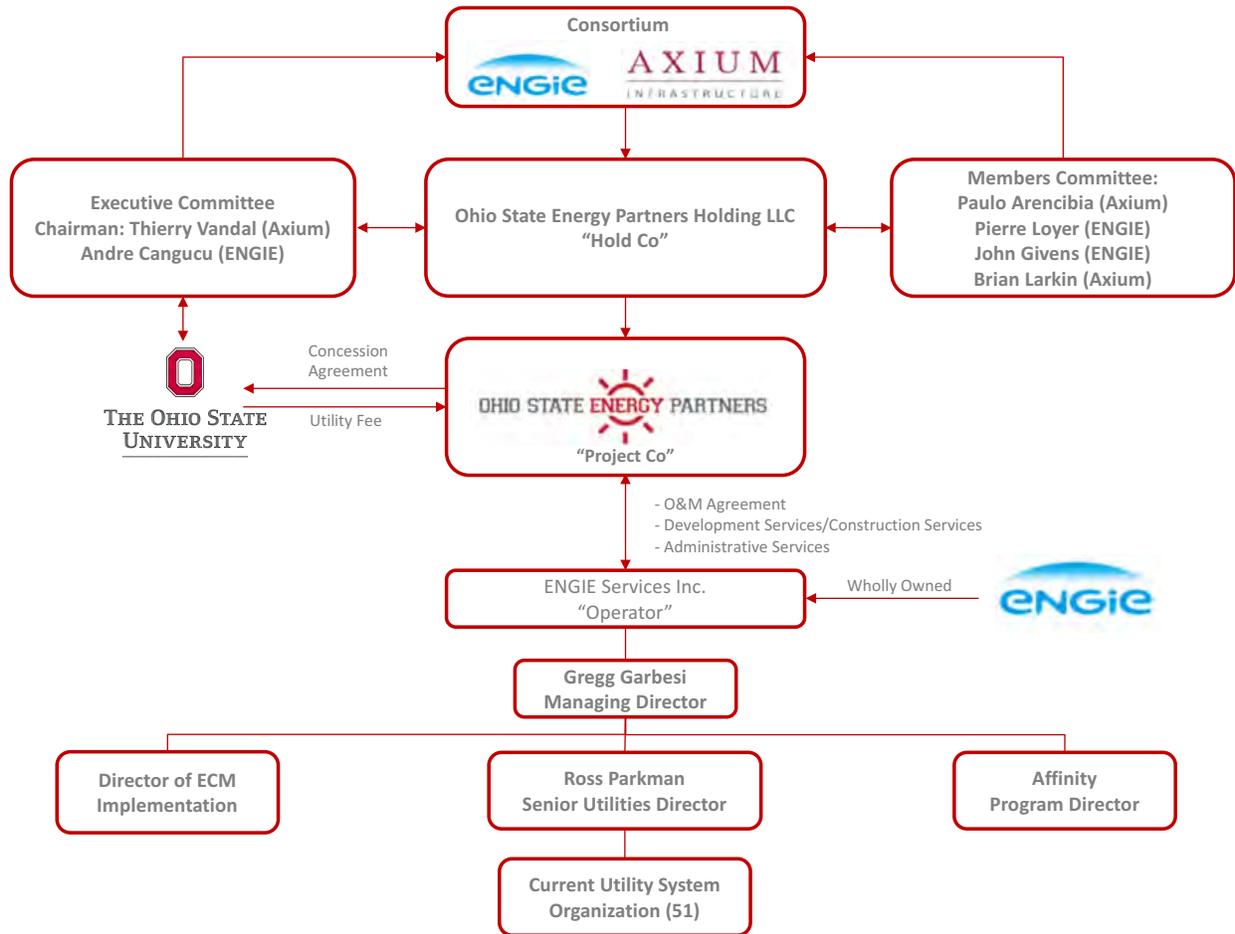


Figure 1.1 (1): All firms and organizations forming or contracting with the SPV and key personnel, including Operator, Administrator and ECM Provider organizations. Pierre Loyer will be OSEP's corporate single point of contact with the University

No Conflict of Interest

To date, neither Axiom, ENGIE, the Operator nor the ECM Provider has any potential or perceived conflict of interest under this proposal with respect to other business relationships with the University.