



OFFICE OF THE COMPTROLLER
CITY OF ST. LOUIS



DONNA M.C. BARINGER
Comptroller

212 City Hall
(314) 622-4389
FAX 622-4026

October 7, 2026

Honorable Board of Estimate and Apportionment
City Hall, Room 212
1200 Market St.
St. Louis, MO 63103

RE: C2N Diagnostics, LLC Project – Taxable Industrial Development Revenue Bonds

Dear Members of the Board,

The Comptroller's Office respectfully requests your approval of documents to facilitate a bond issuance authorized by Ordinance No. 71956 (eff. 03/02/2025) for the C2N Diagnostics, LLC Project. The project at 4140 Forest Park Avenue involves the purchasing and installing of lab and office equipment using funds from the taxable industrial development revenue bonds, to be issued at a maximum principal amount of \$27,600,000. The documents included in the packet for approval include:

- Trust Indenture
- Equipment Lease
- Performance Agreement
- Bond Purchase Agreement

The documents have been reviewed by myself and counsel, Charles Saulsberry (Saulsberry & Associates, LLC). Mr. Saulsberry's review approval letter is attached and finds the documents to be consistent with Ordinance No. 71956. Following this Board's approval, signature pages in hard copy form will be circulated to the necessary parties.

If you have any questions or concerns please contact me.

Sincerely,

Ryan Coleman

Ryan Coleman
Fiscal Operations Support Manager
Office of the Comptroller – City of St. Louis

Attachment: Saulsberry & Associate approval

on the web: www.stlouis-mo.gov/comptroller

September 30, 2026

The City of St. Louis, Missouri
City Hall
St. Louis, MO 63103

RE:

\$27,600,000
(Aggregate Maximum Principal Amount)
The City of St. Louis, Missouri
Taxable Industrial Development Revenue Bonds
(C2N Diagnostics, LLC Project)
Series 2026

Ladies & Gentlemen:

We are delivering this letter to The City of St. Louis, Missouri (the “City”) to assist in its project development activities. The Board of Aldermen of the City of St. Louis adopted Ordinance No. 71956 (the “*Ordinance*”) on January 10, 2025. The Ordinance authorized, among other matters, the issuance and delivery of the above-described bonds (the “*Bonds*”).

The Bonds are proposed to be issued for the purpose of purchasing and installing certain personal property on certain real property consisting of an approximately 70,000-square foot suite located within a larger approximately 162,000-square foot building at 4140 Forest Park Avenue in the City for laboratory and office use by the tenant.

In addition to authorizing the issuance of the Bonds, the Ordinance empowered the Board of Estimate and Apportionment to approve, on behalf of the City, the following documents, the terms of which are required to be consistent with the Ordinance:

- Trust Indenture
- Equipment Lease
- Performance Agreement
- Bond Purchase Agreement

With respect to the issuance of the Bonds, the City will be asked to execute and deliver the documents listed above (collectively, the “*City’s Documents*”). It is requested that the Board of Estimate and Apportionment consider approving the City’s execution and delivery of the City’s Documents.

The substantially complete versions of the City’s Documents have been reviewed by this firm on behalf of the City and have been submitted to the Board of Estimate and Apportionment for its approval. We have determined that the substantially complete versions of the City’s Documents as submitted are consistent with the Ordinance, and, accordingly, we have determined that the Board of Estimate and Apportionment is authorized to approve the City’s Documents.

It is a pleasure to work with you and to address any of your questions or concerns.

Very truly yours,

Saulsberry & Associates, LLC

By: *Charles R. Saulsberry*
Charles R. Saulsberry

CRS/

TRANSCRIPT OF PROCEEDINGS

AUTHORIZING THE ISSUANCE

OF

**NOT TO EXCEED \$27,600,000
TAXABLE INDUSTRIAL DEVELOPMENT REVENUE BONDS
(C2N DIAGNOSTICS, LLC PROJECT)
SERIES 2026**

OF

THE CITY OF ST. LOUIS, MISSOURI

CLOSING MEMORANDUM

THE CITY OF ST. LOUIS, MISSOURI

NOT TO EXCEED \$27,600,000 TAXABLE INDUSTRIAL DEVELOPMENT REVENUE BONDS (C2N DIAGNOSTICS, LLC PROJECT) SERIES 2026

Closing: November __, 2026

This Memorandum sets forth the actions to be taken in connection with the issuance, sale and delivery by The City of St. Louis, Missouri, of its Taxable Industrial Development Revenue Bonds (C2N Diagnostics, LLC Project), Series 2026, in the maximum principal amount of \$27,600,000 (the "Bonds"). The documents and actions described herein and in the Closing List attached hereto are to be delivered and taken as a condition precedent to the issuance of the Bonds. Such delivery of documents and actions shall be deemed to have taken place simultaneously at the closing, and no delivery of documents, payments of moneys or other actions with respect to the foregoing transaction will be considered to have been completed until all such deliveries, payments or other actions have been made or taken.

The closing is scheduled for 9:00 a.m., Central Time, on November __, 2026, at the offices of Gilmore & Bell, P.C., St. Louis, Missouri, and by telephone. The items set forth on the Closing List will be examined, assembled and incorporated in the transcripts evidencing the authorization and issuance of the Bonds. Copies of the transcript will be prepared and distributed to the following:

1. The City of St. Louis, Missouri ("City").
2. UMB Bank, N.A. ("Trustee").
3. C2N Diagnostics, LLC ("Company").
4. Reed Smith LLP (the "Company's Counsel").
5. Office of the City Comptroller.
6. Saulsberry & Associates, LLC ("Comptroller's Counsel").
7. Office of the City Assessor.
8. Office of the City License Collector.
9. St. Louis Development Corporation.
10. Gilmore & Bell, P.C. ("Bond Counsel").

THE CITY OF ST. LOUIS, MISSOURI
NOT TO EXCEED \$27,600,000
TAXABLE INDUSTRIAL DEVELOPMENT REVENUE BONDS
(C2N DIAGNOSTICS, LLC PROJECT)
SERIES 2026

CLOSING LIST

Document
No.

BASIC DOCUMENTS

1. Trust Indenture.
2. Equipment Lease.
3. Bond Purchase Agreement.
4. Performance Agreement.
5. Copy of Bond.

CITY'S PROCEEDINGS AND CLOSING DOCUMENTS

6. City's Closing Certificate.
7. City Journal entry showing first reading of Board Bill No. 139 on November 22, 2024.
8. City Journal entry showing second reading of Board Bill No. 139 on December 13, 2024.
9. Minutes of Meeting of the Board of Estimate and Apportionment held on December 18, 2024, showing approval of Board Bill No. 139; Agenda.
10. City Journal entry showing perfection and final passage of Board Bill No. 139 (Ordinance No. 71956) on January 10, 2025.
11. Ordinance No. 71956.

12. Plan for an Industrial Development Project and Cost/Benefit Analysis; Notice to Taxing Districts; Copies of certified mailing receipts.
13. Minutes of Meeting of the Board of Estimate and Apportionment held on October 21, 2026, showing approval of forms of bond documents authorized by Ordinance No. 71956; Agenda.
14. Municipality Annual Activity Reports pursuant to Section 100.105, RSMo.
15. Certificate as to Closing Price for Bonds.

COMPANY'S PROCEEDINGS AND CLOSING DOCUMENTS

16. Company's Closing Certificate, with the following exhibits attached:
 - Exhibit A – Delaware and Missouri Certificate of Good Standing.
 - Exhibit B – Articles of Organization.
 - Exhibit C – Operating Agreement.
 - Exhibit D – Resolutions.
17. Certificates of Insurance evidencing compliance with Insurance Requirements.
18. Purchaser's Receipt and Representation Letter.
19. Company's affidavit and documentation evidencing compliance with Sections 285.525 to 285.550, RSMo.

TRUSTEE'S CLOSING DOCUMENT

20. Trustee's Closing Certificate.

MISCELLANEOUS CLOSING DOCUMENTS

21. Form of Bill of Sale.
22. Initial Requisition Certificate.
23. Memorandum re: Company Obligations.
24. Final Closing Memorandum.

* * *

CITY'S CLOSING CERTIFICATE

We, the undersigned, duly authorized officials of The City of St. Louis, Missouri (the "City"), in connection with the issuance by the City of its \$27,600,000 maximum principal amount of Taxable Industrial Development Revenue Bonds (C2N Diagnostics, LLC Project), Series 2026 (the "Bonds"), hereby further certify as follows:

1. MATTERS CONCERNING AUTHORIZATION

1.1. Due Organization. The City is a constitutional charter city duly organized and existing under its charter and the laws of the State of Missouri.

1.2. Transcript of Proceedings. The transcript of proceedings (the "Transcript") relating to the authorization and issuance of the Bonds furnished to the purchasers of the Bonds, C2N Diagnostics, LLC (the "Company"), includes a true and correct copy of the proceedings had by the Board of Aldermen and other records, proceedings and documents relating to the issuance of the Bonds; the Transcript is to the best of our knowledge, information and belief full and complete; the proceedings of the City shown in the Transcript have not been modified, amended or repealed and are in full force and effect as of the date hereof; and the Transcript has been duly filed in the official records of the City.

1.3. Meetings. All meetings of the Board of Aldermen as shown in the Transcript were called and held in accordance with Missouri law and a quorum was present throughout. Proper notice of the time, place and purposes of each such meeting was given to the public as required by Missouri law. A true and complete copy of the notice that was posted for each such meeting is included in the Transcript.

1.4. Incumbency of Officers. The following named persons were and are the duly elected, qualified and acting officials and members of the Board of Aldermen at all times, except as otherwise indicated during the proceedings relating to the authorization and issuance of the Bonds, as follows:

[Remainder of Page Intentionally Left Blank]

During Passage of Ordinance⁽¹⁾

<u>Name</u>	<u>Title</u>
Tishaura O. Jones	Mayor
Darlene Green	Comptroller
Megan Green	President of the Board
Anne Schweitzer	Ward 1 Alderman
Tom Oldenburg	Ward 2 Alderman
Shane Cohn	Ward 3 Alderman
Bret Narayan	Ward 4 Alderman
Joseph Vollmer	Ward 5 Alderman
Daniela Velazquez	Ward 6 Alderman
Alisha Sonnier	Ward 7 Alderman
Cara Spencer	Ward 8 Alderman
Michael Browning	Ward 9 Alderman
Shameem Clark Hubbard	Ward 10 Alderman
Laura Keys	Ward 11 Alderman
Sharon Tyus	Ward 12 Alderman
Pamela Boyd	Ward 13 Alderman
Rasheen Aldridge	Ward 14 Alderman
Amber Boykins Simms	City Register
Sheena Hamilton	City Counselor

During Closing⁽¹⁾

<u>Name</u>	<u>Title</u>
Cara Spencer	Mayor
Donna M.C. Baringer	Comptroller
Megan Green	President of the Board
Anne Schweitzer	Ward 1 Alderman
Tom Oldenburg	Ward 2 Alderman
Shane Cohn	Ward 3 Alderman
Bret Narayan	Ward 4 Alderman
Matt Devoti	Ward 5 Alderman
Daniela Velazquez	Ward 6 Alderman
Alisha Sonnier	Ward 7 Alderman
Jami Cox Antwi	Ward 8 Alderman
Michael Browning	Ward 9 Alderman
Shameem Clark Hubbard	Ward 10 Alderman
Laura Keys	Ward 11 Alderman
Sharon Tyus	Ward 12 Alderman
Pamela Boyd	Ward 13 Alderman
Rasheen Aldridge	Ward 14 Alderman
Amber Boykins Simms	City Register
Michael A. Garvin	City Counselor

⁽¹⁾ An election took place in the City of St. Louis on April 8, 2025 resulting in a change of administration after the passage of the Ordinance (defined below), but before the Closing on November __, 2026.

1.5. Approval of Plan for the Project. Pursuant to Ordinance No. 71956, approved by the Board of Aldermen on January 10, 2025 (the “Ordinance”), the Board of Aldermen approved a plan for an industrial development project (the “Project”) conforming to the requirements set forth in Section 100.050 of the Revised Statutes of Missouri, as amended.

1.6. Location of Project. The Project paid for from proceeds of the Bonds will be located entirely within the incorporated limits of the City.

1.7. Bonds Issued for the Company. The City has not previously authorized or issued any obligations of any kind or character whatsoever payable out of the revenues, or the pledge thereof, under the Lease (defined below).

1.8. Non-Litigation. To the knowledge of the undersigned, there is no controversy, suit or other proceeding of any kind pending or threatened wherein or whereby any question is raised, or may be raised, questioning, disputing or affecting in any way the legal organization of the City, or the right or title of any of its officers or officials to their respective offices, or the legality of any official act shown to have been done in the Transcript evidencing the authorization and issuance of the Bonds, or the constitutionality or validity of the obligations represented by the Bonds, or the validity of the Bonds or any of the proceedings had in relation to the authorization, issuance or sale thereof.

2. MATTERS CONCERNING ISSUANCE AND DELIVERY

2.1. Execution of Documents. The following documents (the “City Documents”) have been duly executed and delivered in the name and on behalf of the City by its duly authorized officers, pursuant

to and in full compliance with the Ordinance, as shown in the Transcript; the copies of said documents contained in the Transcript are true, complete and correct copies or counterparts of said documents as executed and delivered by the City, and are in substantially the same form and text as the copies of such documents which were before the Board of Aldermen and approved by the Ordinance; said documents have not been amended, modified or rescinded and remain in full force and effect as of the date hereof:

(a) Trust Indenture dated as of November 1, 2026 (the "Indenture"), between the City and UMB Bank, N.A., as trustee (the "Trustee").

(b) Equipment Lease dated as of November 1, 2026 (the "Lease"), between the City and the Company, and a memorandum thereof to be recorded in the real property records of the City.

(c) Performance Agreement dated as of November 1, 2026, between the City and the Company, and a memorandum thereof to be recorded in the real property records of the City.

(d) Bond Purchase Agreement dated as of November 1, 2026, between the City and the Company, as the purchaser of the Bonds.

2.2. Execution of Bonds. The Bonds in the form of one fully-registered Bond in the maximum principal amount of not to exceed \$27,600,000, numbered 1, has been duly signed and executed by the manual signatures of the Mayor, the Comptroller, the City Counselor and the City Register as the duly qualified, constituted and authorized officials of the City. On the date of the Bonds, and on the date when the Bonds were executed, such officials were and at the date hereof are the officials indicated by their signatures on the Bonds and on this Certificate, respectively. The signatures of such officials on the Bonds are their true and genuine signatures, and the seal affixed or imprinted on the Bonds was and is the duly authorized seal of the City and was affixed or imprinted on the Bonds by the authority and direction of the Board of Aldermen, and is the seal affixed to this Certificate.

2.3. Representations in City Documents. To the City's knowledge, each of the representations of the City made in the City Documents are true and complete in all material respects as of the date hereof as if made on and as of the date hereof, and all agreements to be complied with and obligations to be performed by the City under the Lease on or prior to the closing date of the Bonds have been complied with and performed.

2.4. Request to Authenticate and Deliver the Bonds. Pursuant to **Section 205(b)** and **Section 208(d)** of the Indenture, the Trustee is hereby requested and authorized by the City to authenticate the Bond numbered 1 and to deliver it to or at the direction of the Company upon payment to the Trustee for the account of the City of the closing price for the Bonds as specified in the Bond Purchase Agreement.

2.5. M.A.P. Filing Authorization. The City hereby authorizes Gilmore & Bell, P.C. to file the information required by Section 37.850 of the Revised Statutes of Missouri, as amended, on the Missouri Accountability Portal website maintained by the State of Missouri Office of Administration.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the undersigned has caused this Certificate to be executed this
_____ day of _____, 2026.

THE CITY OF ST. LOUIS, MISSOURI

By: _____
Cara Spencer
Mayor

By: _____
Donna M.C. Baringer
Comptroller

APPROVED AS TO FORM

Michael A. Garvin
City Counselor

ATTEST:

Amber Boykins Simms
Register

CERTIFICATE AS TO CLOSING PRICE

relating to

\$27,600,000

**(AGGREGATE MAXIMUM PRINCIPAL AMOUNT)
TAXABLE INDUSTRIAL DEVELOPMENT REVENUE BONDS
(C2N DIAGNOSTICS, LLC PROJECT)
SERIES 2026**

Pursuant to **Section 2** of the Bond Purchase Agreement dated as of November 1, 2026, between the City of St. Louis, Missouri and C2N Diagnostics, LLC (the "Purchaser"), the Purchaser hereby certifies that the Closing Price with respect to the above-referenced bonds is \$_____.

Dated: _____, 2026.

C2N DIAGNOSTICS, LLC

By: _____
Title: _____

The Closing Price set forth above is hereby agreed to on the date first above written.

THE CITY OF ST. LOUIS, MISSOURI

By: _____
Title: Authorized Official

TRUSTEE'S CLOSING CERTIFICATE

relating to

CITY OF ST. LOUIS, MISSOURI TAXABLE INDUSTRIAL DEVELOPMENT REVENUE BONDS (C2N DIAGNOSTICS, LLC PROJECT) SERIES 2026

The undersigned, a duly authorized officer of UMB Bank, N.A., a national banking association organized under the laws of the United States of America (the "Trustee"), as trustee under the Trust Indenture dated as of November 1, 2026 (the "Indenture"), between the Trustee and the City of St. Louis, Missouri (the "City"), authorizing the issuance of the Taxable Industrial Development Revenue Bonds (C2N Diagnostics, LLC Project), Series 2026, in the maximum principal amount of \$27,600,000 (the "Bonds"), of the City, does hereby certify as follows:

1. Power and Authority of Trustee. The Trustee is a national banking association duly organized and existing under the laws of the United States of America, is authorized and empowered to execute and deliver the Indenture and has full power and authority to act as Trustee as provided in the Indenture.

2. Execution of Indenture. The Indenture has been duly executed on behalf of the Trustee by a duly authorized officer of the Trustee, and said person was at the time of the execution of the Indenture and now is the duly elected or appointed, qualified and acting incumbent of such office.

3. Receipt of Documents. The Trustee hereby acknowledges receipt of the documents referred to in **Section 208(c)** of the Indenture, which are required to be filed with the Trustee prior to or simultaneously with the delivery of the Bonds.

4. Authentication of Bonds. Pursuant to and in accordance with the provisions of **Section 205** of the Indenture and the written request and authorization of the City, prior to the delivery of the Bonds, the Certificate of Authentication on the Bond so delivered was signed on behalf of the Trustee by a duly authorized signatory of the Trustee, who was at the time of the authentication of the Bonds and still is at the date hereof a duly elected or appointed, qualified and acting signatory of the Trustee.

5. Delivery of Bonds. The Trustee acknowledges that pursuant to **Section 204(c)** of the Indenture, C2N Diagnostics, LLC, the purchaser of the Bonds (the "Purchaser") has requested that the Bonds and the original **Schedule I** thereto be held by the Trustee in trust.

6. Receipt of Closing Price of the Bonds and Costs of Issuance. The Trustee on this date received on behalf of the City from the Purchaser, the closing price of the Bonds pursuant to the Bond Purchase Agreement, which includes funds to be deposited by the Trustee in the Costs of Issuance Fund to be used to pay costs of issuance pursuant to **Section 505** of the Indenture.

7. Deposit of Bond Proceeds in the Project Fund. The Trustee on this date, in accordance with the requirements of the Indenture, deposited the required amount of proceeds of the Bonds into the Project Fund established under the Indenture.

8. Authorization of Officers. The officer of the Trustee referred to in paragraphs (2) and (4) hereof was at the time of the acts above-mentioned, and is at the date hereof, a duly elected or appointed, qualified and acting officer of the Trustee and duly authorized to perform the acts referred to in such paragraphs.

IN WITNESS WHEREOF, the Trustee has caused this certificate to be executed this _____, 2026.

UMB BANK, N.A., as Trustee

By: _____
Title: Authorized Officer

[Trustee's Closing Certificate]

PURCHASER'S RECEIPT AND REPRESENTATION LETTER

The City of St. Louis, Missouri
City Hall
1200 Market Street
St. Louis, Missouri 63103
ATTN: Mayor's Office

UMB Bank, N.A.
2 South Broadway, Suite 600
St. Louis, Missouri 63102
ATTN: Corporate Trust Department

Re: \$27,600,000 Maximum Principal Amount of City of St. Louis, Missouri, Taxable Industrial Development Revenue Bonds (C2N Diagnostics, LLC Project), Series 2026

Ladies and Gentlemen:

In connection with the purchase of the above-referenced Bonds (the "Bonds"), the undersigned purchaser of the Bonds hereby represents, warrants and agrees as follows:

1. The undersigned fully understands that (a) the Bonds have been issued under and pursuant to a Trust Indenture dated as of November 1, 2026 (the "Indenture"), between The City of St. Louis, Missouri (the "City") and UMB Bank, N.A., as trustee (the "Trustee"), and (b) the Bonds are payable solely out of certain rents, revenues and receipts to be derived from the leasing or sale of the Project Equipment (as defined in the Indenture) to C2N Diagnostics, LLC (the "Company"), under an Equipment Lease dated as of November 1, 2026 (the "Lease"), between the City and the Company, with certain of such rents, revenues and receipts being pledged and assigned by the City to the Trustee under the Indenture to secure the payment of the principal of and interest on the Bonds.

2. The undersigned understands that the Bonds are transferable only in the manner provided for in the Indenture and discussed below and warrants that it is acquiring the Bonds for its own account with the intent of holding the Bonds as an investment, and the acquisition of the Bonds is not made with a view toward its distribution or for the purpose of offering, selling or otherwise participating in a distribution of the Bonds.

3. The undersigned agrees not to attempt to offer, sell, hypothecate or otherwise distribute the Bonds to others unless authorized by the terms of the Indenture and, if requested by the City, upon receipt of an opinion of counsel acceptable to the City, the Company and the purchaser that all registration and disclosure requirements of the Securities and Exchange Commission and all other appropriate federal and Missouri securities laws and the securities law of any other applicable state are complied with.

4. The undersigned is fully aware of and satisfied with (a) the current status of the title to the Project Equipment and any issues related thereto and (b) the terms, amounts and providers of the insurance maintained pursuant to **Article VII** of the Lease, and the undersigned is purchasing the Bonds with full knowledge of such matters.

5. The undersigned understands and agrees that the interest on the Bonds is subject to federal and state income taxation.

6. The undersigned hereby directs the Trustee to hold the Bonds in trust pursuant to Section 204(c) of the Indenture.

7. The undersigned is the lessee under the Lease or (a) a “qualified institutional buyer” under Rule 144A promulgated under the Securities Act of 1933, or (b) a general business corporation or enterprise with total assets in excess of \$100,000,000.

Date: _____, 2026.

C2N DIAGNOSTICS, LLC

By: _____
Name: _____
Title: _____

[Purchaser's Receipt]

COMPANY'S CLOSING CERTIFICATE

I, the undersigned, hereby certify that I am the duly qualified and acting _____ of C2N Diagnostics, LLC, a Delaware limited liability company (the "Company"), and as such I am familiar with the books and records of the Company. In connection with the issuance of Taxable Industrial Development Revenue Bonds (C2N Diagnostics, LLC Project), Series 2026, in the maximum principal amount of \$27,600,000 (the "Bonds"), by The City of St. Louis, Missouri (the "City"), I hereby further certify as follows:

1. ORGANIZATION AND AUTHORITY

1.1. Due Organization. The Company is a limited liability company, validly organized and existing in good standing under the laws of the State of Delaware and authorized to transact business in the State of Missouri. Attached hereto as **Exhibit A** are certificates of good standing from the Secretary of State of Delaware and the Secretary of State of Missouri.

1.2. Articles of Organization. Attached hereto as **Exhibit B** is a true, complete and correct copy of the Articles of Organization of the Company, and said Articles are in full force and effect as of the date hereof.

1.3. Operating Agreement. Attached hereto as **Exhibit C** is a true, complete and correct copy of the Operating Agreement of the Company on file with the Company, and the Operating Agreement is in full force and effect as of the date hereof.

1.4. Resolutions. Attached hereto as **Exhibit D** is a true and correct copy of the resolutions (the "Resolutions") duly adopted by the governing body of the Company evidencing the authority of the company representatives to execute the hereinafter-defined Company Documents. The Resolutions have not been amended, altered or repealed and are in full force and effect as of the date hereof.

1.5. Incumbency of Officers; Authorized Company Representative. The undersigned was on the date or dates of the execution of the documents listed in **Section 2.2** below, and is on this date, a duly appointed or elected, qualified and acting officer of the Company. The Company hereby appoints the undersigned as an Authorized Company Representative as defined in the Trust Indenture dated as of November 1, 2026 (the "Indenture"), between the City and UMB Bank, N.A., as trustee.

2. BOND TRANSCRIPTS AND LEGAL DOCUMENTS

2.1. Transcript of Proceedings. The Transcript furnished to the Company and on file in the official records of the City includes a true and correct copy of the proceedings had by the Company and other records, proceedings and documents relating to the issuance of the Bonds; said Transcript is, to the best of my knowledge, information and belief, full and complete; such proceedings of the Company shown in said Transcript have not been modified, amended or repealed and are in full force and effect as of the date hereof.

2.2. Execution of Documents. The following documents (collectively, the "Company Documents") have been executed and delivered in the name and on behalf of the Company pursuant to and in full compliance with the Resolutions; the copies of said documents delivered at closing are true, complete and correct copies or counterparts of said documents as executed and delivered by the Company; and said

documents have not been amended, modified or rescinded and are in full force and effect as of the date hereof:

(a) Equipment Lease dated as of November 1, 2026, between the City and the Company, and a memorandum thereof to be recorded in the real property records of the City.

(b) Performance Agreement dated as of November 1, 2026, between the City and the Company, and a memorandum thereof to be recorded in the real property records of the City.

(c) Bond Purchase Agreement dated as of November 1, 2026, between the City and the Company, as the purchaser of the Bonds.

2.3. Representations and Warranties in Company Documents. Each of the representations and warranties of the Company set forth in the Company Documents is true and correct in all material respects as of the date hereof, as if made on the date hereof, and all covenants and conditions to be complied with and obligations to be performed by the Company under the Company Documents have been complied with and performed in all material respects and no condition, event or act has occurred which constitutes an event of default, or with notice or lapse of time, or both, would constitute an event of default under the Company Documents.

2.4. Non Litigation. No action or proceeding against and naming the Company is pending or overtly threatened by written communication to the Company before any court, governmental authority or arbitrator, which (a) will adversely affect the transactions described in the Company Documents, (b) will adversely affect or question the payments required to be made under the Company Documents, (c) will adversely affect the execution, issuance, delivery, validity or enforceability of the Bonds or the Company Documents, (d) will in any way contest the due organization, existence or powers of the Company, (e) will in any way adversely affect the amounts to be received by the City pursuant to the Indenture, (f) will call into question the validity or enforceability of the Company Documents, or (g) could reasonably be expected to materially adversely affect the condition, financial or otherwise, of the Company.

2.5. Authorization of Documents. The Company has duly authorized, by all necessary action, the execution, delivery and due performance of the Company Documents and any and all such other agreements and documents as may be required to be executed, delivered and received by the Company in order to carry out, give effect to and consummate the transactions contemplated by the Company Documents. The Company Documents, as executed and delivered, constitute legal, valid and binding obligations of the Company in accordance with their respective terms (except insofar as the enforcement thereof may be limited by applicable bankruptcy, insolvency, reorganization, moratorium or other similar laws or equitable principles of general application affecting the rights and remedies of creditors and secured parties). The execution and delivery by the Company of the Company Documents and the consummation by the Company of its obligations thereunder are within the Company's corporate power and have been duly authorized by all necessary corporate action on the part of the Company.

2.6. Approvals. No material consent, approval, authorization or other action by, and no notice to or filing with, any Federal or Missouri State governmental authority or regulatory body pursuant to any Federal or Missouri State statute as applicable to the Company in a transaction of this type, is required for the due execution, delivery and consummation by the Company of its obligations under the Company Documents, except for such consents, approvals, filings or registrations that have been obtained or made on or prior to the date hereof and are in full force and effect.

2.7. Compliance with Existing Covenants. The execution and delivery by the Company of the Company Documents and the consummation by the Company of its obligations thereunder do not result in (a) any violation by the Company of (i) the provisions of the Articles of Organization or the Operating Agreement, (ii) any provision of applicable Federal or Missouri state statute or regulation, or (iii) any order, writ, judgment or decree of any Federal or Missouri State court or governmental authority or regulatory body having jurisdiction over the Company or any of its subsidiaries or any of their material properties that names or is specifically directed to the Company or any such subsidiary, or (b) a breach or default or require the creation or imposition of any security interest or lien upon any of the Company's properties pursuant to any material agreement, contract or instrument known to us to which the Company is a party or by which it is bound, any rights of set-off or other liens in favor of the Financing Parties (as defined in the Indenture) arising under any of the Company Documents or applicable law.

2.8. No Event of Default. At the date of this Certificate, no event of default under the Company Documents has occurred and is continuing and no event has occurred and is continuing which with notice or lapse of time, or both, would constitute an event of default under the Company Documents.

3. THE PROJECT EQUIPMENT

3.1. Description and Location of Project Equipment. The proceeds of the Bonds are to be used by the City for the purpose of acquiring and installing certain personal property for use by the Company at its facilities in the City.

4. LEGAL COUNSEL

4.1. Legal Counsel. We have been counseled by the Company's legal counsel as to the purpose of the foregoing certifications and the meanings of the matters set forth in the foregoing certifications.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, I have hereunto set my hand this _____, 2026.

C2N DIAGNOSTICS, LLC

By: _____
Name: _____
Title: _____

[Company's Closing Certificate]