

35184

AMENDMENT NO. THREE TO CONTRACT NO. 35184

RE: Amendment Three of ITB FS 19-033, Contract No. 35184 for providing Jet "A" Fuel to the City of Long Beach (Munis Contract #32300585)

This Amendment to Contract No. 35184 is made and entered as of February 6, 2023, by and between the CITY OF LONG BEACH, a municipal corporation, and **Epic Aviation, LLC**.

Contract No. 35184 is amended by mutual agreement of the parties and as indicated below by a check or other mark preceding the appropriate amendment:

- ☒ 1. 3rd renewal option for the term 03/28/2023-03/27/2024
- ☒ 2. \$175,000 added for this term
- ☒ 3. Prices during this period shall remain firm.
- ☐ 4. The price for certain items shall be increased as shown on Exhibit "B", which is attached hereto and incorporated herein by this reference.
- ☐ 5. The price for certain items shall be decreased as shown on Exhibit "C", which is attached hereto and incorporated herein by this reference.
- ☐ 6. The discount offered to the City is increased by ____ %
- ☐ 7. The items or locations identified on Exhibit "B", which is attached hereto and incorporated herein by this reference, are hereby deleted from the Contract.
- ☐ 8. The locations identified on Exhibit "B", which is attached hereto and incorporated herein by this reference, are hereby added to the Contract.
- ☐ 9. Current permits, licenses, insurance and other required information are attached as Addendum No. 1.

Except as expressly amended above, all terms and conditions in this Contract are ratified and confirmed and remain in full force and effect. Executed with all formalities required by law as of the date first stated above.

Attach Notary if Out-of-State Contractor

CONTRACTOR:


(Signature)

Maria Garton

(Print / Type Name)

Secretary, Manager

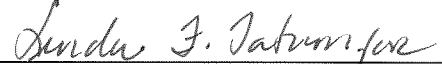
President / Vice President / Secretary / Treasurer
(circle one)

(Signature)

(Print / Type Name)

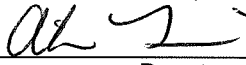
President / Vice President / Secretary / Treasurer
(circle one)

THE CITY OF LONG BEACH:

By: 
THOMAS B. MODICA, City Manager

EXECUTED PURSUANT
TO SECTION 301 OF
THE CITY CHARTER.

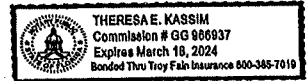
Approved as to form:
DAWN MCINTOSH, City Attorney

By: 
Deputy

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me by means of ☐ physical presence or ☒ online notarization, this 28th day of February, 2023 by MARIA L. GARTON as Manager for EPIC AVIATION, LLC, an Oregon limited liability company.

Theresa E. Kassim (Seal)
Signature of Notary Public
Print, Type/Stamp Name of Notary



Personally known: X
OR Produced Identification: X
Type of Identification Produced: FLDL

Polina Dou

From: Anita Lakhani
Sent: Wednesday, January 11, 2023 2:23 PM
To: Polina Dou; Kerry Dienelt
Cc: Oliver Cruz; Matthew Franzman; Ryan Van Andel; Stephanie Correa
Subject: RE: Assignment Consent Agreement for Epic Aviation, LLC
Attachments: 2019.12.31_Cert_of_Formation_of_Downstream_Aviation__LLC.pdf; 2019.12.23_Partner_Resolutions_-_Downstream_Aviation_LP_-_MG.pdf

Hi team – Since the LP can no longer sign to assign their rights to the contract to the LLC, our office proposes a solution to get the invoices paid out by City.

Fleet can proceed with making the payments, as City has received the attached documents providing evidence of the restructuring of the LP to an LLC.

In our opinion, please use this document to provide to Finance to update the City's financial system that the name has been changed due to the LP being converted into an LLC.

Please let me know if there are still issues on the financial system's side. Thank you,

Anita Lakhani
Deputy City Attorney

Office of the City Attorney | Departmental Counsel Division
411 W. Ocean Blvd., 9th Floor | Long Beach, CA 90802
Office: 562.570.2202 | Fax: 562.436.1579



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From: Polina Dou <Polina.Dou@longbeach.gov>
Sent: Monday, January 9, 2023 6:46 AM
To: Anita Lakhani <Anita.Lakhani@longbeach.gov>; Kerry Dienelt <Kerry.Dienelt@longbeach.gov>
Cc: Oliver Cruz <Oliver.Cruz@longbeach.gov>; Matthew Franzman <Matthew.Franzman@longbeach.gov>; Ryan Van Andel <Ryan.VanAndel@longbeach.gov>; Stephanie Correa <Stephanie.Correa@longbeach.gov>
Subject: RE: Assignment Consent Agreement for Epic Aviation, LLC
Importance: High

Good morning,

May we have a status on the revised Assignment Consent agreement? The vendor is asking for payment and is asking for the assignment agreement to be updated to reflect Downstream Aviation LLC as the assignor. Thank you.

From: Polina Dou

Sent: Tuesday, January 3, 2023 2:44 PM

To: Anita Lakhani <Anita.Lakhani@longbeach.gov>; Kerry Dienelt <Kerry.Dienelt@longbeach.gov>

Cc: Oliver Cruz <Oliver.Cruz@longbeach.gov>; Matthew Franzman <Matthew.Franzman@longbeach.gov>; Ryan Van Andel <Ryan.VanAndel@longbeach.gov>; Stephanie Correa <Stephanie.Correa@longbeach.gov>

Subject: RE: Assignment Consent Agreement for Epic Aviation, LLC

Hi Anita,

We are not able to make payment under the current contract. The current contract is under Downstream Aviation LP. While the contract does have the DBA of Epic Aviation LLC, the payments were being sent to Downstream Aviation LP/EPIC CARD SRVCS/AVIATION LLC, which is why I believe the renewal was not processed in the City's financial system back in March 2022. The company wants the checks solely made out to **Epic Aviation LLC**. This is the last payment:



City of Long Beach

Accounts Payable Account

Vendor
Number

21147

Check
Date

03/22/202

Pay *Fifty-three Thousand Nine Hundred Seventy-two Dollars and 84 Cents*

To the DOWNSTREAM AVIATION LP
Order Of EPIC CARD SRVCS/AVIATION LLC

P.O. BOX 844217
DALLAS, TX 75284-0000

**FILE CO
NON-NEGOTIABLE**

From: Anita Lakhani <Anita.Lakhani@longbeach.gov>

Sent: Tuesday, January 3, 2023 2:34 PM

To: Polina Dou <Polina.Dou@longbeach.gov>; Kerry Dienelt <Kerry.Dienelt@longbeach.gov>

Cc: Oliver Cruz <Oliver.Cruz@longbeach.gov>; Matthew Franzman <Matthew.Franzman@longbeach.gov>; Ryan Van Andel <Ryan.VanAndel@longbeach.gov>; Stephanie Correa <Stephanie.Correa@longbeach.gov>

Subject: RE: Assignment Consent Agreement for Epic Aviation, LLC

Is Finance able to make the payment based on the DBA of the entity being **Epic Aviation LLC**?

Anita Lakhani
Deputy City Attorney

Office of the City Attorney | Departmental Counsel Division
411 W. Ocean Blvd., 9th Floor | Long Beach, CA 90802
Office: 562.570.2202 | Fax: 562.436.1579



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From: Polina Dou <Polina.Dou@longbeach.gov>
Sent: Friday, December 16, 2022 12:05 PM
To: Anita Lakhani <Anita.Lakhani@longbeach.gov>; Kerry Dienelt <Kerry.Dienelt@longbeach.gov>
Cc: Oliver Cruz <Oliver.Cruz@longbeach.gov>; Matthew Franzman <Matthew.Franzman@longbeach.gov>; Ryan Van Andel <Ryan.VanAndel@longbeach.gov>; Stephanie Correa <Stephanie.Correa@longbeach.gov>
Subject: re: Assignment Consent Agreement for Epic Aviation, LLC

Good afternoon, Anita,

I know you answered this question on Nov. 30th, but according to the sales rep for the company they cannot sign the assignment consent agreement as it is entered. What steps can we take to move this forward if the original party who entered into the agreement as a LP cannot sign?

From sales rep: "Since it names an entity that does not exist as the assignor. (Downstream Aviation LP.) Downstream Aviation LP was converted to an LLC, and the agreement should really reflect the LLC assigning the contract to Epic. I have attached the conversion documents as evidence of the change. Can you please have the assignment agreement updated to reflect Downstream Aviation LLC as the assignor?"

Thank you for your help.

From: Thomas, Kathleen <kthomas@epicfuels.com>
Sent: Friday, December 16, 2022 11:55 AM
To: Polina Dou <Polina.Dou@longbeach.gov>; Almestica, Frances <falmentica@epicfuels.com>; Stephanie Correa <Stephanie.Correa@longbeach.gov>; Mercadante, Christine (CHQ) <Christine.Mercadante@signatureaviation.com>
Cc: Epic Credit Department <credit@epicfuels.com>; Oliver Cruz <Oliver.Cruz@longbeach.gov>; Matthew Franzman <Matthew.Franzman@longbeach.gov>; Ryan Van Andel <Ryan.VanAndel@longbeach.gov>
Subject: RE: LONG BEACH CITY OF LON1000

-EXTERNAL-

Another update for you all. I just heard back from Christine in our Legal department (copied here in case any questions)

We are not able to sign the assignment since it names an entity that does not exist as the assignor. (Downstream Aviation LP.)

Downstream Aviation LP was converted to an LLC, and the agreement should really reflect the LLC assigning the contract to Epic. I have attached the conversion documents as evidence of the change.

Can you please have the assignment agreement updated to reflect Downstream Aviation LLC as the assignor?

Thank you,

Kathleen Thomas
Sales Coordinator
Office +1 503 566 2490
kthomas@epicfuels.com

From: Thomas, Kathleen

Sent: Friday, December 16, 2022 11:39 AM

To: Polina Dou <Polina.Dou@longbeach.gov>; Almestica, Frances <falmestica@epicfuels.com>; Stephanie Correa <Stephanie.Correa@longbeach.gov>

Cc: Epic Credit Department <credit@epicfuels.com>; Oliver Cruz <Oliver.Cruz@longbeach.gov>; Matthew Franzman <Matthew.Franzman@longbeach.gov>; Ryan Van Andel <Ryan.VanAndel@longbeach.gov>

Subject: RE: LONG BEACH CITY OF LON1000

Hi, Just a quick update here:

We are routing the agreement to get signed/notarized and will get the original back to you as soon as possible. I have asked for a scanned copy once signed. All parties are not in the same location and there has been some delay schedules and availability with the notary and in transit of the document.

My understanding was the payments were still being sent in to process and would be paid, but was mentioned it wouldn't be until December.

Thank you,

Kathleen Thomas
Sales Coordinator
Office +1 503 566 2490
kthomas@epicfuels.com

From: Polina Dou <Polina.Dou@longbeach.gov>

Sent: Thursday, December 15, 2022 9:36 AM

To: Almestica, Frances <falmestica@epicfuels.com>; Stephanie Correa <Stephanie.Correa@longbeach.gov>; Thomas, Kathleen <kthomas@epicfuels.com>

Cc: Epic Credit Department <credit@epicfuels.com>; Oliver Cruz <Oliver.Cruz@longbeach.gov>; Matthew Franzman <Matthew.Franzman@longbeach.gov>; Ryan Van Andel <Ryan.VanAndel@longbeach.gov>

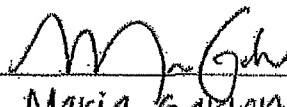
Subject: RE: LONG BEACH CITY OF LON1000

CAUTION: This email originated from outside of the organization. Do not click links or open attachments unless you recognize the sender and know the content is safe.

Good morning,

We are awaiting signatures for the Assignment Consent Agreement for Epic Aviation. After signatures the agreement will need to be sent back to our City Attorney, City Manager, and City Clerk to fully sign and conform. We cannot issue a purchase order until it is fully executed. Please return as soon as possible. Thank you.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Formation on the
26th day of December, 2019.

By: 
Name: Maria Garton
Title: VP and Group General Counsel

(Signature page to Certificate of Formation - Downstream Aviation, LLC)

8487729

From: Almestica, Frances <falmestica@epicfuels.com>
Sent: Wednesday, December 14, 2022 11:22 AM
To: Stephanie Correa <Stephanie.Correa@longbeach.gov>
Cc: Polina Dou <Polina.Dou@longbeach.gov>; Epic Credit Department <credit@epicfuels.com>; Oliver Cruz <Oliver.Cruz@longbeach.gov>; Matthew Franzman <Matthew.Franzman@longbeach.gov>; Thomas, Kathleen <ktthomas@epicfuels.com>
Subject: LONG BEACH CITY OF LON1000

EXTERNAL

Hello Stephanie,

We hope you are doing well. I wanted to follow up on communication between your team and Epic to get payments processed for balance due below.

Are you able to kindly provide an updated of payment status as of today?

In reviewing your account, the following has come due:

Invoice number	Transaction date	Transaction balance	Terms date	Comments
7549913	4/7/2022 0:00	38,630.61	5/7/2022 0:00	
7609281	9/19/2022 0:00	36,572.82	10/19/2022 0:00	
7618959	10/13/2022 0:00	35,301.85	11/12/2022 0:00	
		110,505.28		

Your assistance is appreciated.

Thank you,



Frances Almestica
Accounts Receivable Rep II

Mobile: 1+ 971 701 3463
falmestica@epicfuels.com
222 W. Las Colinas Blvd.
Suite 1425N
Irving, TX 75039

DOWNSTREAM AVIATION, LP

**WRITTEN CONSENT
OF THE PARTNERS**

Effective as of _____, 2019 ("Effective Date")

THE UNDERSIGNED, being the sole general partner (the "General Partner") and the limited partner (the "Limited Partner", and together with the General Partner, the "Partners") of **Downstream Aviation, LP**, a Delaware limited partnership (the "Partnership"), in lieu of holding a meeting of the Partners, hereby take the following actions and adopt the following resolutions by written consent without a meeting, pursuant to Section 17-302 of the Delaware Revised Uniform Limited Partnership Act (the "RULPA"):

APPROVAL OF CONVERSION TO LIMITED LIABILITY COMPANY

WHEREAS, the Partnership is an indirect wholly-owned subsidiary of Signature Aviation Plc, a public limited company organized and existing under the laws of England and Wales ("Signature Aviation");

WHEREAS, Signature Aviation has determined that it is desirable and in the best interests of Signature Aviation to effect an internal legal reorganization involving certain of its subsidiaries (the "Restructuring");

WHEREAS, in connection with the Restructuring, it is contemplated that the Partnership will convert from a Delaware limited partnership into a Delaware limited liability company (the "LLC") pursuant to Section 17-219 of the RULPA and Section 18-214 of the Delaware Limited Liability Company Act (the "Conversion");

WHEREAS, in connection with the Conversion, it is contemplated that the Partnership will file with the Secretary of State of the State of Delaware (a) a Certificate of Conversion (the "Certificate of Conversion"), substantially in the form presented to the Partners, and (b) a Certificate of Formation (the "Certificate of Formation"), substantially in the form presented to the Partners, which all together will effect the Conversion;

WHEREAS, the Partners have reviewed a copy of the Certificate of Conversion, the Certificate of Formation and the Limited Liability Company Agreement, substantially in the form presented to the Partners (collectively, the "Conversion Documents"); and

WHEREAS, the Partners have determined that the Conversion and the other transactions contemplated by, ancillary or related thereto (collectively, the "Transactions") and the Conversion Documents and any other instruments, documents, agreements and certificates related thereto or to the Transactions (collectively, the "Documents") are fair, reasonable, advisable and in the best interests of the Partnership and the Partners.

NOW, THEREFORE, BE IT RESOLVED, that the Transactions and the Documents are hereby authorized, approved, adopted, confirmed, ratified and accepted in all respects and are deemed to be fair, reasonable, advisable and in the best interest of the Partnership and the Partners; and

RESOLVED FURTHER, that pursuant to the Conversion, all percentage interests in the Partnership immediately prior to such Conversion shall be converted *pro rata* to all the limited liability

company interests in the LLC such that the Partners of the Partnership shall be the members of the LLC and own all of the limited liability company interests in the LLC.

MISCELLANEOUS

RESOLVED, that any director or officer of the Partnership, or such other individuals that the Partnership shall, by power of attorney or otherwise, determine to be necessary, appropriate or advisable (together, the "Authorized Representatives" and each, an "Authorized Representative"), be and each hereby is authorized, empowered and directed, acting severally or jointly with one or more other Authorized Representatives, to do or cause to be done all things and acts, to negotiate, approve, execute, acknowledge, sign, deliver, file and perform or cause to be negotiated, approved, executed, acknowledged, signed, delivered, filed and performed on behalf of the Partnership any such agreements, instruments or other documents, make all filings, issue powers of attorney, and otherwise take any further action, which in the judgment of the Authorized Representatives are necessary, appropriate or advisable to consummate the Transactions and Documents and perform its obligations thereunder and otherwise to carry out and comply with the intent and purposes of the resolutions herein;

RESOLVED FURTHER, that the execution, delivery and performance by any Authorized Representative of the Transactions and the Documents, including without limitation, any changes therein, additions thereto and deletions therefrom by such Authorized Representative, shall constitute conclusive evidence of the approval of such Authorized Representative, and each of such Transactions and Documents shall constitute the valid and binding obligation of the Partnership;

RESOLVED FURTHER that all of the past acts and transactions of any Authorized Representative (or other representative or agent of the Partnership), including, but not limited to, preparation, execution, deliveries and filings of agreements, instruments, certificates and other documents in the name of and on behalf of the Partnership or any of its affiliates, and all fees and expenses (including taxes) incurred or paid by any Authorized Representative (or other representative or agent of the Partnership) having been deemed necessary, proper or advisable to carry out the intent and effectuate the purposes hereof, prior to the execution of these resolutions, taken in good faith in the name and on behalf of the Partnership or any of its affiliates pursuant to and consistent with the resolutions contained herein, be and hereby are authorized, approved, adopted, confirmed, ratified and accepted in all respects; and

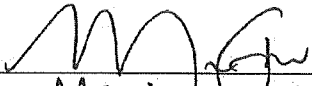
RESOLVED FURTHER, that these resolutions may be executed in any number of counterparts, each of which when so executed and delivered shall be deemed an original, but all such counterparts together shall constitute one and the same instrument.

(Signature page follows)

IN WITNESS WHEREOF, the undersigned have duly executed this Written Consent effective as of the Effective Date.

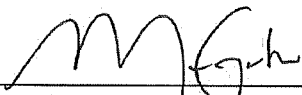
GENERAL PARTNER

DOWNSTREAM MANAGEMENT, LLC

By: 
Name: Maria Garton

LIMITED PARTNER

SIGNATURE AVIATION US HOLDINGS,
INC.

By: 
Name: Maria Garton

(Signature page to Written Consent of the Partners of Downstream Aviation, LP)

BBA – US Conversions

DEADLINE FOR DOCUMENT: December 31, 2019

JURISDICTION United States (Delaware)

STEP NUMBER: N/A

NAME OF DOCUMENT: Partner Resolutions - Downstream Aviation, LP

PURPOSE: Approve the conversion to a limited liability company

TO BE EXECUTED BY: Authorized Representatives of the General and Limited Partner of Downstream Aviation, LP
One (1) original required

EXECUTION INSTRUCTIONS: No notarization or apostille required
Please leave undated
Counterpart signatures permitted
Electronic signatures permitted

RETURN ORIGINALS TO: PDF copies by email to:
jennifer.cannan@bakermckenzie.com
pamela.dayanim@bakermckenzie.com
alexandra.lee@bakermckenzie.com
catherine.travers@bakermckenzie.com
judy.welch@bakermckenzie.com

Originals by courier to:
Judy Welch
Baker McKenzie
401 East Jackson Street, 10th Floor
Tampa, Florida 33602
Tel: + 813-462-2182

THIS PAGE DOES NOT FORM PART OF THE DOCUMENT

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND
CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "DOWNSTREAM
AVIATION, LLC" FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY
OF DECEMBER, A.D. 2019, AT 9:07 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE
OF THE AFORESAID CERTIFICATE OF FORMATION IS THE THIRTY-FIRST
DAY OF DECEMBER, A.D. 2019.



4311770 8100V
SR# 20198874257

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Authentication: 204304071
Date: 12-27-19

State of Delaware
Secretary of State
Division of Corporations
Delivered 09:07 AM 12/27/2019
FILED 09:07 AM 12/27/2019
SR 20198874257 - File Number 4311770

CERTIFICATE OF FORMATION

OF

DOWNSTREAM AVIATION, LLC

FIRST: The name of the limited liability company is Downstream Aviation, LLC (the "Company").

SECOND: The address of its registered office in the State of Delaware is: 251 Little Falls Drive, Wilmington, DE 19808 in New Castle county. The name of its registered agent at such address is: Corporation Service Company.

THIRD: This Certificate of Formation shall be effective on December 31, 2019.

FOURTH: The personal liability of the members, managers and officers of the Company is hereby limited and eliminated to the fullest extent permitted by the laws of the State of Delaware, as the same may be amended and supplemented from time to time.

FIFTH: The Company shall have the power to indemnify and advance legal defense fees to its members, managers and officers to the fullest extent permitted by the laws of the State of Delaware, as the same may be amended and supplemented from time to time.

(Signature page follows)



MANAGER

TONY LEFEBVRE

222 WEST COLINAS BOULEVARD
SUITE 1425N
IRVING TX 75039 USA

I declare, under penalty of perjury, that this document does not fraudulently conceal, fraudulently obscure, fraudulently alter or otherwise misrepresent the identity of the person or any officers, managers, members or agents of the limited liability company on behalf of which the person signs. This filing has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment, or both.

By typing my name in the electronic signature field, I am agreeing to conduct business electronically with the State of Oregon. I understand that transactions and/or signatures in records may not be denied legal effect solely because they are conducted, executed, or prepared in electronic form and that if a law requires a record or signature to be in writing, an electronic record or signature satisfies that requirement.

ELECTRONIC SIGNATURE

NAME

MARIA L. GARTON

TITLE

MANAGER

DATE

04-18-2022

UNANIMOUS WRITTEN CONSENT OF THE
BOARD OF MANAGERS OF
EPIC AVIATION, LLC

The undersigned, comprising all the managers of **EPIC Aviation, LLC**, an Oregon limited liability company (the "Company"), hereby take the following actions by unanimous written consent in lieu of holding a meeting regarding same.

WHEREAS, Patrick Rinka has resigned as Vice President and Assistant Secretary effective July 29, 2022 and the Company desires to accept such resignation;

WHEREAS, Jennifer Yasinsac has accepted the position of Vice President and Assistant Secretary effective August 8, 2022 and the Company desires to ratify such appointment;

WHEREAS, Shawn C. Fallon has resigned from his position as Manager and Chief Financial Officer of the Company, effective September 9, 2022, and the Company desires to accept such resignation;

WHEREAS, Michael Eshoo has accepted the position of Manager and Chief Financial Officer effective September 9, 2022 and the Company desires to ratify said appointment;

WHEREAS, the Company desires to ratify and confirm the current officers and managers of the Company.

NOW THEREFORE BE IT RESOLVED, that it is hereby ratified, confirmed and approved that the following individuals are currently the officers and managers of the Company, and to the extent not previously elected, the following individuals be, and they hereby are, elected to serve in the capacities indicated below until their successors are duly elected:

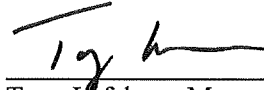
Michael Eshoo	Manager
Maria L. Garton	Manager Secretary & General Counsel
Tony Lefebvre	Manager
Kyle O'Leary	Vice President & Chief Operating Officer
Amanda Bankowitz	Chief Financial Officer
Frederik Christoffel de Jongh	Vice President & Treasurer
Christa Click	Vice President - Tax
Jennifer Yasinsac	Vice President & Assistant Secretary
Lindsey Davis	Vice President & Assistant Secretary
Matthew Klein	Director - Insurance
Michael D. Griffin	Treasurer
D. Marty Kretchman	Senior Vice President - Operations and Planning
Geoffrey Heck	Senior Vice President - Operations

FURTHER RESOLVED, that any officer of the Company be, and they each hereby are, authorized and empowered to do and perform all such actions and things and to execute and deliver any and all documents, agreements and instruments, and to take any and all such actions as may be deemed necessary, desirable and proper, in order to carry out the intent and purpose of the foregoing resolutions.

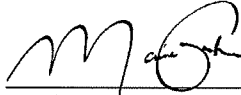
FURTHER RESOLVED, that these resolutions may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. An email or other electronic transmission of an executed counterpart may be relied upon as fully as an executed original.

The undersigned hereby consent to the foregoing actions being taken without a meeting and approve such actions and the foregoing resolutions effective as of the 9th day of September 2022.

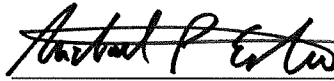
MANAGERS:



Tony Lefebvre, Manager



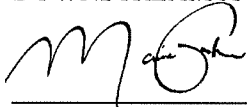
Maria L. Garton, Manager



Michael Eshoo, Manager

MEMBER:

DOWNSTREAM AVIATION, LLC



Maria L. Garton
Secretary & General Counsel

AMENDED ANNUAL REPORT



Corporation Division
www.filinginoregon.com

E-FILED
Apr 18, 2022
OREGON SECRETARY OF STATE

REGISTRY NUMBER

62995981

REGISTRATION DATE

04/22/1998

BUSINESS NAME

EPIC AVIATION, LLC

BUSINESS

AVIATION FUEL DEALER

MAILING ADDRESS

222 WEST COLINAS BOULEVARD
SUITE 1425N
IRVING TX 75039 USA

TYPE

DOMESTIC LIMITED LIABILITY COMPANY

PRIMARY PLACE OF BUSINESS

222 WEST COLINAS BOULEVARD
SUITE 1425N
IRVING TX 75039 USA

JURISDICTION

OREGON

REGISTERED AGENT

15872088 - CORPORATION SERVICE COMPANY

1127 BROADWAY ST NE STE 310
SALEM OR 97301 USA

If the Registered Agent has changed, the new agent has consented to the appointment.

MANAGER

MARIA L GARTON

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MANAGER

SHAWN C FALLON

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