

3/26/26

To: Perspective Client.

From: Gary K. Jennings, www.gjennings.com.

Re: Meeting request (Buy-side acquisition engagement).

Dear Perspective Client,

Top of the day...I trust you are well!

I am very interested in your M&A services contract and would welcome the chance to discuss how my buy-side M&A experience can help contribute to your project's success. For more details, please visit www.gjennings.com and see the attached biography.

Please note, I have closed 19 mergers, served as an expert witness (federal case), advised on 300 private equity investments, and am funding a social justice startup in my free time (www.stopprecidivism.net).

Thank you for your consideration. I look forward to speaking with you either this week or next.

Sincerely yours,

Gary

Gary K. Jennings
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www.gjennings.com

Gary K. Jennings Work History (1985 to Present).

M&A Transaction Management.

- 15 years of sell and buy side transaction experience across twenty five industries.
- Sold 19 companies (asset sales) with zero chargebacks or legal issues.
- Managed 300 P.E. or client investment evaluations across five countries (PR, USVI, D.R., MX, U.S.).
- Presented at 25 public meetings (County Supervisors); led hundreds of private transaction meetings.
- Executive level experience in the transaction process via hundreds of evaluations and transactions.

Due Diligence Management.

- 15 years of senior evaluation experience: Plant tours, sales review, deposit/tax return/balance sheet reviews.
- Senior understanding of accounting, legal, escrow, asset transfer, MOU, term sheets, and balance sheet.
- Extensive interactions with Sellers, Buyers, P.E., Atty, CPAs, Politicians, Agencies, and CPUC regulators.

Project Management.

- Managed 25 transaction teams, 15 client accounts, and five social justice initiatives, three to six months each.

Legal Management.

- Expert M&A witness in two federal cases; recovered \$18.0 million for the plaintiffs.
- Senior-level expertise in fraud prevention and litigation, with hundreds of evaluations.

Accounting – Financial Management.

- 15 years of experience in asset valuation, balance sheet, cash flow, tax, SEC, legal, P&L, and working capital.
- Senior level expertise in analyzing financial data and developing strategies.
- Daily use of GAPP accounting principles, legal, Excel, Word, and MS Office.

Leadership – Management Style.

- Skilled problem solver, team-oriented, and lead from the front style.
- Senior conflict resolution skills from over 100 negotiations in English and Spanish (DR, PR, MX).
- Problem solving training: Product features/benefits and cause/symptom evaluation.

Education & Training.

- Cal Poly, SLO, CA (1983–84).
- San Diego State University, SD, CA (1981–82).
- Lincoln High School, Stockton, CA (1976–80).
- Proficient in MS Office 365, Word, Excel, internet research, and PC use.

Personal Interest.

- Philosophy: **“A problem is an OPPORTUNITY in disguise”.**
- Donating time and money to social justice issues (www.stoprecidivism.net).
- Experience builder, metal fabricator, concept inventor, and problem solver.
- Affiliations: Choctaw Nation member, PKA alumni, SDSU alumni, Cal Poly alumni.
- Art & Culture: Visited 40 museums in 20 countries and 200+ in the U.S. (travel hobby).
- Lived in Rosarito Beach (MX), Puerto Rico, Dominican Republic, and U.S. Virgin Islands.
- Design build: Rebuilt three wooden sailboats, one 70 ft steel trawler, and one 15,000 lb steel art project.

Project Manager, G. Jennings Consulting, 2021-2026 (Based in FL).

Practice Focus: Buyside acquisition services and nonprofit development.

- Completed 300 investment – buy side viability evaluations (consulting).
- Locations: US Virgin Islands, Puerto Rico, Bahamas, and the United States.
- Project Manager: www.Airleasing.net – Maximizing municipal asset income.
- Project Manager: www.Stopprecidivism.net – Funding for inmate job training.
- Project Manager: www.USTerritoryEb5.com – Economic development through EB5 initiatives (USVI).
- Project Manager: www.Cleanupamerica.net – Securing funding for environmental cleanup.

Project Manager, Sea to Sea Bi-National Canal Project, 2015-2020 (Based in Baja MX).

Project Focus: Importing sea water from Mexico to the Salton Sea to stop the lake from drying out.

- Lived and worked in Rosarito Beach, Baja Mexico (6 years).
- Managed negotiations with fifteen federal and state agencies (U.S., California, Mexican Agencies).
- Designed a 125-mile cross-border canal, 500.0 million gallons per day via imported seawater.
- Largest restoration project in the United States, our team was the founders of the concept (Thought leaders).

Transaction Manager, United Solutions Group, 2000-2015, Berkeley, CA (Business Broker).

Practice Focus: Representing company buyers and sellers (Business Broker Service).

- Sold nineteen companies (9 CPUC Utilities).
- Worked closely with CEOs, owners, bankers, private equity, and state officials.
- Managed 25 transaction teams (accounting, legal, operations, manufacturing, due diligence).
- Experienced in term sheets, strategic analysis, valuation, asset sales, and escrow.

Sales Manager, G. Jennings & Son Food Brokerage, 1988-1997, Berkeley, CA (Food Broker).

Practice Focus: Selling food products to grocery and food service customers.

- Expanded product sales from \$ 2.0 million to \$ 6.0 million annually (regional food distributors).
- Broker products: Paper, Beef, Soup, Condiment, Oil, Buying Group Service, Non-Profit officer.
- Injured from 1997 to 2000, retrained, and opened United Solutions Group (Business Brokerage).

Sales Representative, Carnation Grocery & Food Service, 1985-1988, Dallas, TX.

Job Focus: Selling food products to grocery and food service customers (New market development).

- First sales position after college, top salesperson three years straight (one of nine reps).
- Expanded dairy sales from \$ 0.00 to \$ 4.0 million annually (regional grocery distributors).
- Patent holder: Refrigerated ice cream container for American Airlines, 1985 (first class).
- Concept developer: Chest harness case to sell frozen malt cups, Texas Rangers baseball games.

2000-2025: Transaction and Consulting Summary.

Summary of the 300 completed projects (expert witness, advisor, consulting, representation, startup, broker).

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| (1) Nonprofit: www.Airleasing.net | Maximizing municipal asset income and public benefits. |
| (1) Nonprofit: www.Stoprecidivism.net | Reduce recidivism and economic development. |
| (1) Nonprofit: www.USTerritoryEb5.com | Municipal debt payoff and economic development. |
| (1) Nonprofit: www.Cleanupamerica.net | Restoration and environmental cleanup funding. |

- (2) Expert witness: Valuation advisement to Shareholders, U.S. Attorney, and Bank of Saipan.
- (1) Fraud advisor: Uncovered \$ 18.0 million in corporate fraud, resulting in multiple convictions.
- (3) Fraud advisor: Canceled three transactions due to accounting fraud, discovered in due diligence.

- (19) Completed transactions. Listed and sold nineteen companies.
 - (9) CPUC water utility systems (Soft emanate domain transactions).
 - (3) E-commerce sites - retail (www.Apartment.com purchased two companies).
 - (3) Public companies - reverse mergers and advised on twenty RM evaluations.
 - (3) Transportation companies (Taxi and limousine).
 - (1) Mortgage company.

- (1) Start up evaluation, P&A carbon credit development (Webinar, Email, One Well, ACR, Carbon Path).
- (1) Startup evaluation, 50,000 acft brackish groundwater desalination, Imperial County.
- (1) Startup evaluation, 10,000 head cattle ranch, stockyard, processing, 10,000 lbs per day.
- (2) Startup evaluation, New River-TJ water filtration project (Calexico, Mexicali, Tijuana).
- (2) Startup evaluation, 250,000-ton wood chip – Class A & B biosolids recycling facility.

- (1) Real estate: Hotel ship evaluation (SF, Jacksonville, St. Thomas, St. Croix, Galveston).
- (1) Real estate: Military base redevelopment evaluation, 15,000 ac AZ (Industrial Park).
- (1) Real estate: Closed military airport evaluation 1,300 acres (Imperial County, CA).
- (25) Real estate: USVI: Converting Class C office space to 750 sqft apartment development.

- (9) CPUC advisor: Completed nine CPUC water utility rate cases to avoid bankruptcy.
- (10) CPUC advisor: Settled ten DHS operating violations and stopped three pending lawsuits.
- (25) CPUC advisor: Evaluated twenty five CPUC utilities for purchase (Consolidation project).

- (2) Consultant: Puerto Rico: Waste to Energy development and property development.
- (2) Consultant: Dominican Republic: Waste to Energy development and property development.
- (5) Consultant: Family office (Film, Data Center, Real Estate Development, other).
- (30) Consultant: Credit Union consolidation in Florida (300 company consolidation review).
- (50) Consultant: USVI: EB5 immigration, and corporate relocation (RT Park).
- (50) Consultant: Tribal investment evaluations (AZ Real Estate, Manufacturing, Recreation, other).
- (70) Consultant: Private equity: New business platform development search contract.

- (1) Co-Developer: Cal Water – statewide water conservation project (15 cities, 10,000 fixtures).
- (1) Co-Developer: Baja MX: Sea to Sea Canal Project: 500,000 acre feet sea water importation project.
- (7) Co-Developer: Baja MX: Imp/Exp: Tile, Clay pots, Recreation, RV, Fish Farm, Water, Generation, Wood.

Professional and Personal References.

Mr. Randy Grossman, Attorney.
Board member, Jefferson Law School, and private attorney.
(858) 229-6000 PST/CA, Friend of 40 years, startup advisor.

Mr. Dan Johnson, Attorney.
Berglund & Johnson Law Group.
(818) 992-1500 PST/CA, Friend of 20 years and former business partner, Salton Sea Project, CA.

Ms. Nicole Kamaleson, CEO of August Leadership.
(312) 877-0830 EST/USVI, Friend of five years and start-up advisor.

Mr. Steve Friedman, CEO of Friedman Family Office.
(203) 944-2545 EST/FL, Client and friend of five years, and start-up advisor.

Mr. Frank Chamberlin, Former co-worker, CA - CPUC – Water Conservation, and a friend of ten years.
(714) 309 7160 PST/Southern California.

* Additional references are available (Personal friends and former clients).