**EXHIBIT A**

(Non-affiliate rep letter)

Continental Stock Transfer & Trust

1 State Street, 30th Floor

New York, NY 10004-1561

Limbach Holdings, Inc.

Attn: Dan Murtha, CPA

VP Finance & Accounting

797 Commonwealth Drive   
Warrendale, PA 15086

**[●], [2023]**

Re: Representation Certificate—Limbach Holdings, Inc., a Delaware corporation (the “Company”)—Non-affiliate Exercise of Merger Warrants or $15 Exercise Price Sponsor Warrants on a “cashless basis”

Dear Ladies and Gentlemen:

Pursuant to the subscription form related to **[list Merger Warrant or $15 Exercise Price Sponsor Warrant]** **[Warrant Certificate No.:MW/$15 Exercise Price Sponsor Warrant]** (the “Warrants”)the undersigned (the “Holder”) has exercised such Warrants on a “cashless basis” as of **[insert date of exercise].**

We understand that Cozen O’Connor on behalf of, and as counsel to, the Company has provided a legal authorization letter related to the shares of common stock, par value $0.0001 (the “Securities”) underlying the Warrants pursuant to Rule 144, as promulgated under the Securities Act of 1933, as amended (the “Securities Act”).

Accordingly based on representations made by the Holder in this representation certificate (the “Holder Representation Certificate”), the Holder hereby confirms, represents and warrants that: (i) they are not an affiliate (as the term is defined in Rule 144 of the Securities Act) of the Company and have not been an affiliate of the Company during the three months preceding the date first written above and (ii) the Holder has held the Warrants for at least six months as is required under Rule 144(d). Furthermore, pursuant to this Holder Representation Certificate, more than one year has elapsed since the Warrants were acquired from the Company.

Since the sale, distribution or transfer of the Securities are subject to the requirements of paragraph (i)(2) of Rule 144, as a pre-condition to any sale, distribution or transfer of the Securities being made subsequent to the date first written above, we will require prior to any such sale, distribution or transfer of such Securities, (i) that such Securities be registered for resale under the Securities Act or (ii) that such sale, distribution or transfer be pre-cleared with the Company to confirm that the Company is then in compliance with Rule 144(i)(2) (current public information) at the time of any sale of the Securities. You understand that if the Company is no longer in compliance with Rule 144(i)(2) (current public information) the Company may take whatever reasonable steps in its discretion it believes is necessary to prohibit such sales (including placing stop transfer orders on the books of the Company) until the Company is again in compliance with Rule 144(i)(2). This confirmation may be made to the Company by contacting Dan Murtha, VP Finance & Accounting at dan.murtha@limbachinc.com.

If you have any questions regarding this matter, please do not hesitate to contact the undersigned at **[●]**.

Sincerely,

**[Signature of Holder]**