



Brian F. Smith and Associates, Inc.

*Archaeology / Biology / History / Paleontology / Air Quality / Traffic / Acoustics*

October 5, 2022

Via Electronic Mail and Federal Express

Julie Procopio, P.E.  
Engineering Services Director/City Engineer  
City of Escondido  
201 North Broadway  
Escondido, California 92025

Re: Request for Consent to Assign the General Agreement for Consulting Services with Brian F. Smith and Associates, Inc for the Citracado Parkway Extension Project.

Dear Julie:

Reference is made to the General Agreement for Consulting Services dated April 12, 2021 by and between Brian F. Smith and Associates, Inc. (the "Company") and the City of Escondido ("Customer"). The Company (BFSA) anticipates entering into an Asset Purchase Agreement (the "Purchase Agreement") with Perennial Environmental I, LLC, d/b/a BFSA Environmental Services, a Perennial Company (the "Purchaser"). Under the Purchase Agreement, the Company agrees to sell certain of its assets to Purchaser, the closing of which is expected to occur on or about October 15, 2022 (the "Transaction"). In connection with the Transaction, the Company has agreed to assign the Agreement to Purchaser effective as of the closing date of the Transaction (the "Assignment").

The Company hereby requests your written consent on behalf of Customer to the Assignment and with your signature below, on behalf of the Customer, you hereby: (i) consent to the Assignment, subject to the closing of the Transaction; and (ii) confirm that the Agreement shall remain in full force and effect with the Purchaser in accordance with the terms of the Agreement. Purchaser will notify you shortly after the closing of the Transaction to inform you that the Assignment has taken place. This consent letter is intended to fully satisfy the requirements with respect to the assignment provisions contained in the Agreement. Neither the Assignment, nor this consent letter, will modify in any manner the terms and conditions of the Agreement, other than the change in the Agreement to the counterparty of Purchaser following the closing of the Transaction.

This consent letter may be executed in counterparts and by facsimile, electronic mail or .pdf signature, each of which when so executed shall be deemed to be an original and such counterparts shall together constitute one and the same instrument.

If you require any further information, please do not hesitate to contact me. Otherwise, please sign and return this consent letter to me at 14010 Poway Road, Suite A, Poway California 92064 no later than October 15, 2022. If it is more convenient, you can email the assignment letter to me at bsmith@bfsa-ca.com.

Thank you in advance for your cooperation.

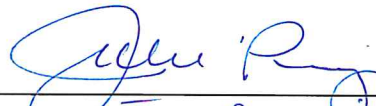
Sincerely,



Brian F. Smith  
President, Brian F. Smith and Associates, Inc.

Agreed and Approved

City of Escondido

By:   
Name: Julie Proop  
Title: City Engineer  
Date: 10/20/2022