

May 10, 2017

Port of Los Angeles
425 S. Palos Verdes Street
San Pedro, CA 90731

Subject: Consent of Assignment of the Contract between E2 ManageTech, Inc. and City of Los Angeles.

Effective February 3, 2017, E2 ManageTech, Inc. (E2) has entered into an agreement to sell a portion of its assets to EnSafe Inc. Those assets are associated with E2's Environmental Services (ES) practice which is the division of E2 that services our existing Agreement 17-3476 with the Port of Los Angeles for As-Needed Air Quality Services (Contract).

EnSafe, Inc. is a national environmental consulting and engineering firm (www.ensafe.com) which will absorb the ES assets of E2. All E2 employees in our ES division will be part of EnSafe, Inc. and the transition will have no impact on current or future projects or obligations. The Contract referenced above is included in the assets being transferred by E2 to EnSafe, Inc. In that regard, we respectfully request your consideration of the following: (i) your Consent to the assignment of the Contract to EnSafe Inc. of E2's rights and obligations under the Contract; (ii) your agreement that the Contract shall remain in full force and effect following consummation of the assignment; and (iii) to the extent the contract or any provisions thereof is subject to confidentiality obligations on the part of E2, your consent to the release of such confidential information to EnSafe, Inc. As of the effective date, EnSafe Inc. assumes and accepts the rights and obligations associated with performing the Contract. The new EIN for EnSafe Inc. is 58-1402235.

This Consent will not change any of the terms of the Contract other than as provided above. Should this Consent be acceptable, please sign in the space provided below and return the signed form by scan/email to E2 with the original to follow by mail addressed as follows:

E2 ManageTech, Inc.
5001 Airport Plaza Drive, Suite 260
Long Beach, CA 90815

Please address any questions or concerns relating to this Consent to Glenn Mayer at 949-632-1025 or gmayer@e2managetechn.com. Thank you for your prompt attention to this matter. We would very much appreciate receiving your response by May 17, 2017. As always, we appreciate your business and support.

We wish to thank you for your trust in our ES division and know that you will continue to receive great service from the ES staff, now supported by the resources of EnSafe, Inc.

Sincerely,

E2 ManageTech, Inc.



Glenn J. Mayer, P.E.
President

Consent of Assignment of Contract between E2ManageTech, Inc. and City of Los Angeles

E2 ManageTech, Inc. is assigning its ES division assets to EnSafe Inc, including Agreement 17-3476 with the Port of Los Angeles (Contract). City of Los Angeles agrees as follows:

1. **Consents.** Client hereby consents to: (a) the assignment of the Contract as of February 3, 2017 by E2 ManageTech, Inc. to EnSafe Inc. of all rights and obligations associated with the Contract; (b) the assumption and the continued performance by EnSafe Inc of all such rights and obligations; and (c) to the extent that the Contract or any provision thereof is subject to confidentiality obligations on the part of E2 ManageTech, Inc. to the release of such confidential information to EnSafe Inc.
2. **Contract in Effect.** Client hereby agrees that the Contract remains in full force and effect.

The undersigned represents to E2 ManageTech, Inc. and EnSafe, Inc. that the undersigned has the authority to execute and bind the Client to this consent.

By: _____

Name: _____

Its: _____

Date: _____