



BLACK & VEATCH

Black & Veatch Corporation

6800 W. 115th Street, Suite 2292, Overland Park, KS 66211

December 4, 2019

Tammy Metty, CTCM, CTPM
Lead Program Coordinator
H-GAC Cooperative Purchasing Program
TEL: 713-499-6663
FAX: 713-993-2424
Tammy.metty@h-gac.com

VIA EMAIL

Re: Agreement between Houston-Galveston Area Council (H-GAC) ("you" or "your") and Black & Veatch Corporation ("B&V"), for the HGACBuy Program Contract number HP07-18, effective as of November 27, 2019 (the "Agreement").

Dear Ms. Metty:

B&V intends to enter into an Asset Purchase Agreement (the "Transaction Agreement") with Mission Critical Partners, LLC (the "Buyer"), whereby B&V will sell substantially all its assets in Black & Veatch Public Safety Division to the Buyer (the "Transaction"). As part of the Transaction, B&V plans to assign the Agreement to the Buyer (the "Assignment"), and we expect all of the Black & Veatch Public Safety professionals to become employed by the Buyer. We anticipate that the closing of such transaction will take place on or shortly after December 5, 2019, with the actual date of closing referred to as the "Closing Date."

The Agreement contains a provision prohibiting B&V from assigning the Agreement to anyone without your prior written consent. B&V hereby respectfully requests your consent to the Assignment.

By executing below, you hereby acknowledge notice of, and grant any consents or waivers required under the Agreement in respect of, the Assignment. Other than as described herein, nothing in this letter shall be construed to modify, waive, impair, or amend any of the terms or conditions in the Agreement. Your agreements herein will be effective as of, and only upon, the Closing Date.

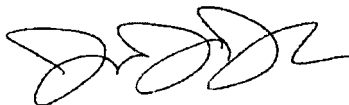
In the event that the closing of the Transaction does not occur for any reason, this letter shall be null and void with no further action required on the part of you or B&V. As the Transaction has not yet been publicly announced, the parties respectfully request that you keep the information contained in this letter strictly confidential unless such time as the Transaction is announced.

Please signify your assent to the foregoing by executing this letter where indicated below and return a .pdf version to me at **JancharJJ@bv.com**.

Thank you for your prompt attention to this matter.

[Signature Page Follows]

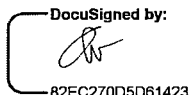
Very truly yours,



John Janchar
President
Black & Veatch Corporation - Telecommunications

**ACKNOWLEDGED, ACCEPTED,
AGREED, AND CONSENT GRANTED:**

Houston-Galveston Area Council (H-GAC)

By:  _____

Name: Chuck Wemple

Title: Executive Director

Date: 12/20/2019