



January 1, 2019

Via Certified Mail, Return Receipt Requested to both of the following:

City of Rapid City Engineering Services Division
Attn: Dan Coon
300 Sixth Street
Rapid City, SD 57701

RE: RE/SPEC Inc.

Notice of Contract Assignment to RESPEC Company, LLC and Consent to Assignment

RE/SPEC Inc. is sending this notice to you because RE/SPEC Inc. is a party under that certain contract with City of Rapid City Engineering Services Division ("Contract Holder") dated April 04, 2016 (herein the "Contract").

RESPEC has been providing consulting, engineering, technology development, and data management services for nearly 50 years. Just as importantly, RESPEC has been employee-owned company through the Employee Stock Ownership Plan (ESOP) for over 25 years. With its long operational track record and its continued commitment to its ESOP, RESPEC occasionally revisits its corporate organization to ensure that it is optimized to deliver exceptional client service while retaining key talent through its ESOP. In 2018, RESPEC determined that it was appropriate to restructure its corporate organization with RESPEC Company, LLC as the new and surviving entity. This change is effective January 1, 2019.

With the corporate reorganization, there is absolutely no change to the ownership, board governance, corporate leadership team, or the business management team of RESPEC. RESPEC has been and continues to be 100 percent employee-owned with more than 90 percent of eligible full-time employees participating in the ESOP and with no individual owning more than 10 percent. This employee ownership has been a long-standing practice and has proven instrumental to attracting, developing, and retaining key technical and client-serving talent. In fact, the driving factor of the corporate reorganization is to ensure that the attraction, development, and retention of key talent remains optimized while addressing regulatory matters and characteristics pertaining to the ESOP.

This letter serves as written notice under the Contract of RE/SPEC Inc.'s intent to assign its rights, duties, and responsibilities under the Contract from RE/SPEC Inc. to RESPEC Company, LLC. As you are aware, any such assignment requires written consent. Because this is an internal corporate reorganization and all assets will reside in the surviving entity (i.e., RESPEC Company, LLC), we do not anticipate any issues or questions, but if questions arise, please contact me by email (phil.welling@respec.com) or by telephone (605.394.6507).

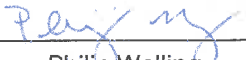
3824 JET DRIVE
RAPID CITY, SD 57703
P.O. BOX 725 // RAPID CITY, SD 57709
605.394.6400



Please indicate Contract Holder's consent to the assignment on the attached Consent to Assignment and mail the completed Consent to Assignment to the address listed above at your earliest convenience.

Sincerely,

RE/SPEC, Inc./RESPEC Company, LLC



By: Philip Welling
Its: Chief Financial Officer

CONSENT TO ASSIGNMENT

The undersigned, as an authorized representative of Contract Holder, does hereby consent to the assignment of the Contract as set forth above.

Signature: _____
By/Name: _____
Its/Officer Title: _____

PAW:krl
Enclosure