



September 1, 2020

City of Fresno
Public Works – 2600 Fresno Street.
Fresno, CA 93721

Re: All Commercial Landscape Service – Consent to Assignment

To whom this may concern:

We refer you to the following agreement (the “Agreement”), which you entered into with All Commercial Landscape Service (“we” or “ACLS”): **RFP 9273 and RFP 9433 All Commercial Landscape Service**), and any instruments, documents, contracts, or agreements related thereto.

Under the Agreement, your consent is required for ACLS’s assignment of the Agreement. ACLS is proposing to transfer substantially all of its assets to BrightView Landscapes, LLC, a Delaware limited liability company (“BrightView”), pursuant to an Asset Purchase Agreement (the “Purchase Agreement”). In connection with this transfer, ACLS proposes to assign its rights under the Agreement (the “Assignment”) to BrightView and BrightView will assume the obligations of ACLS arising under the Agreement after the closing of the transactions contemplated by the Purchase Agreement. We request your consent to the Assignment pursuant to the Purchase Agreement, effective as of the date on which the Purchase Agreement is executed.

ACLS has entered into a TSA–Transition Service Agreement with BrightView. The Agreement establishes that ACLS will continue management, control and operation of the business. Under terms of this Agreement ACLS will provide on-going services utilizing existing personnel, manage day to day activities, be your central point of communication, submit Invoices from ACLS, and process payments to ACLS with the same processes that are currently in place.

Please note that the Purchase Agreement has not been publicly announced and is highly confidential. We request your cooperation in maintaining the confidentiality of the Purchase Agreement. If the Purchase Agreement is not executed, and the transactions contemplated thereby do not close, the consent given hereunder will be of no force or effect.

We expect the closing to occur on or about September 1, 2020, and accordingly ask that you respond to this request as soon as possible. Should you have any questions or concerns, please contact Sheila DeLany, CEO, by email at sheila@acsls.bz, or by telephone at office 559-453-1670, or cell 559-349-9395. **Kindly acknowledge your consent to the proposed Assignment by executing in the space indicated below and returning a scanned copy via email to sheila@acsls.bz.**

Acknowledged and agreed to by;

By: _____

City of Fresno

Name: _____

Title: _____

Very truly yours,

Sheila Delany

Sheila Delany
CEO All Commercial Landscape Service
5213 E. Pine Ave.
Fresno, CA 93727