

**EXHIBIT 1 - LETTER OF ASSENT**

[SUBCONTRACTOR'S OR TIER SUBCONTRACTOR'S LETTERHEAD]

DATE: 7/27/10

Project Labor Coordinator  
100 W. Walnut Street  
Pasadena, CA 91124

Attention: Jessica Jones

Re: San Diego Unified School District Project Stabilization Agreement Construction and Major Rehabilitation Funded by Proposition S ("PSA")

Dear Ms. Jones:

This is to confirm that **SimplexGrinnell** agrees to be party to and bound by the San Diego Unified School District Project Stabilization Agreement – School Construction Major Rehabilitation Funded by Proposition S ("PSA") effective July 28, 2009, consisting of the Resolution dated July 28, 2009, the Agreement between the San Diego Unified School District and the San Diego Building and Construction Trades, the Agreement between the San Diego Unified School District and the Southwest Regional Council of Carpenters, and Addendum No. 1, and as the PSA may, from time to time, be amended by the negotiating parties or interpreted pursuant to its terms. Such obligation to be a party and bound by this Agreement shall extend to all work covered by the Agreement undertaken by this Company on the Project pursuant to SDUSD Contract No. CS-11-0130-29 Modernization of Athletic Field Facilities at Morse High School and this Company shall require all of its subcontractors of whatever tier to be similarly bound for all work within the scope of the Agreement by signing and furnishing to you an identical Letter of Assent prior to their commencement of work.

Sincerely,

**SimplexGrinnell**

By: 

**Bob Ciereck – Operations Manager**

[Copies of this Letter must be submitted to the Project Labor Coordinator, the San Diego Building and Construction Trades and to the Carpenters consistent with Article II, Section 2.4(b)]