

Board of Education  
San Diego Unified School District  
4100 Normal Street  
San Diego, California 92103

Agreement No. PS-17-0144-02  
OpTerra ES Project #: ACHCN00134  
OpTerra ES Contract #: R 3 1 4 0

**PROJECT STABILIZATION AGREEMENT**  
**DESIGNER/BUILDER LETTER OF ASSENT**

**TO: SAN DIEGO UNIFIED SCHOOL DISTRICT**, a California Public School District, acting by and through its Board of Education ("the District").

**FROM:** OpTerra Energy Services, Inc.  
500 Twelfth Street, Suite 300  
Oakland, CA 94607  
(844) 678-3772  
info@opterraenergy.com

John W. Mahoney, CEO

This is to confirm that my Company agrees to be a Party to and bound by the San Diego Unified School District Project Stabilization Agreement – School Construction Major Rehabilitation Funded by Propositions S and Z, effective July 28, 2009, and as subsequently amended, as such Agreement 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 Contract PS-17-0144-02, and this Company shall require all of its subcontractors and others covered by the PSA of whatever tier to be similarly bound for all work within the scope of the Agreement on the Project pursuant to Contract PS-17-0144-02 by signing and furnishing to the District's Contract Compliance Office an identical Letter of Assent prior to their commencement of work.

Executed By:

 8 August 2016  
(Signature of Company Officer)

John W. Mahoney  
Chief Executive Officer