



City Light & Power, Inc.  
2961 Redondo Ave  
Long Beach, CA 90806  
Tel 562 983 2000

FEBRUARY 12, 2020

VIA E-MAIL

City of Long Beach  
333 West Ocean Boulevard  
Long Beach, California 90802  
Attention: City Manager  
cc: City Engineer

24289

Re: Lighting Contract (24289), dated November 21, 1995, by and between WS Light & Power, Inc. (as successor in interest to City Light & Power, Inc.), a California corporation (the "Company"), and the City of Long Beach, a California municipal corporation ("you" or "your"), as amended (the "Agreement").

Dear Sir or Madam:

We are pleased to announce that City Light & Power, Inc., a Nevada corporation, and CLP Holdings, Inc., a California corporation, the owner of all of the outstanding stock of the Company (together, "CLP"), and their respective stockholders have entered into a definitive agreement with Hunt Amber CLP Ownership, LLC, a Delaware limited liability company ("Buyer"), pursuant to which (i) Buyer will acquire a majority of the outstanding stock of CLP, and (ii) Buyer and certain CLP stockholders will collectively contribute 100% of the outstanding stock of CLP to a parent company to be formed prior to the closing of the Transaction (collectively, the "Transaction"), which is currently expected to occur in the first calendar quarter of 2020. Although the Transaction will result in a change in the indirect ownership of the Company, CLP Holdings, Inc. will continue to own 100% of the outstanding stock of the Company. Following the consummation of the Transaction, the Company is expected to continue its normal business operations.

Under the terms of the Agreement, the Transaction may constitute a change of control requiring your consent and, accordingly, this letter is being delivered to you to request your acknowledgment, agreement, and consent that: (i) the consummation of the Transaction will not constitute a default, breach or termination event of or under the Agreement, (ii) the Agreement will remain in full force and effect, unmodified, immediately following the consummation of the Transaction, (iii) you are hereby waiving any rights under the Agreement that may apply with respect to the Transaction, (iv) all notice requirements under the Agreement with respect to this letter (including requirements as to form of delivery and notice, time requirements and otherwise) have been complied with (or are hereby waived), and (v) you are hereby authorizing CLP, the Company and Buyer to rely on the consent set forth herein and agree that such consent shall inure to the benefit of and shall be enforceable by the foregoing parties and their respective successors and permitted assigns.

We ask that you confirm your acknowledgment and agreement of, and consent to, the matters set forth in this letter by countersigning this letter on the signature line provided below, and return the executed letter via email to the following address: [mwm@clpinc.com](mailto:mwm@clpinc.com). Should you have any questions or concerns, please feel free to contact Marty Maxfield at (720) 305-0402 or, by email, at [mwm@clpinc.com](mailto:mwm@clpinc.com).

We are excited about the contemplated Transaction and the opportunity to continue our relationship with you following its completion. Thank you in advance for your assistance with this matter.

**WS LIGHT & POWER, INC.**

Thomas P.  
Simmons

Digitally signed by  
Thomas P.  
Simmons  
Date: 2020.02.12  
11:59:08 -07'00'

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Name: Thomas P. Simmons

Title: President

CONSENT:

The undersigned hereby acknowledges, agrees and consents to the matters set forth in this letter.

ACKNOWLEDGED, AGREED AND CONSENTED:

THE CITY OF LONG BEACH

By: Rebecca G. Garner

Name: Rebecca G. Garner

Title: Acting Asst. City Manager

Date: 2-12-20

EXECUTED PURSUANT  
TO SECTION 301 OF  
THE CITY CHARTER

APPROVED AS TO FORM

2-12-20  
CHARLES PARKIN, City Attorney

By [Signature]  
RICHARD ANTHONY  
DEPUTY CITY ATTORNEY