



August 27, 2024

VIA EMAIL TO DGoggin@leegov.com

Lee County Board of County Commissioners  
Post Office Box 398  
Fort Myers, Florida 33902-0398  
Department: Department of Transportation  
Department: Facilities Construction & Management

**Re: Professional Services Agreements**

To Whom it May Concern:

As you know, Johnson Engineering, Inc., a Florida corporation (the "Company"), and the Lee County Board of County Commissioners (the "County"), are parties to certain Professional Services Agreements, as may be amended from time to time, including, without limitation, those listed on Exhibit A hereto (each an "Agreement", and collectively, the "Agreements").

Pursuant to each Agreement, neither party to such Agreement may restructure, alter or change its corporate structure without the proposed party restructuring, altering or changing its corporate structure agreeing in writing with the non-restructuring party to continue to observe and perform the terms, conditions and restrictions on the part of the party restructuring, altering or changing its corporate structure.

On or about August 23, 2024, the current shareholders of the Company (the "Shareholders") contributed (the "Contribution") all of their respective shares of capital stock of the Company to JE Blue Holdings, Inc., a Florida corporation ("Holdings"), also owned by the Shareholders. As a result of the Contribution, Holdings will own all of the issued and outstanding shares of capital stock of the Company. Immediately thereafter, the Company will convert (the "Conversion", and together with the Contribution, the "Reorganization") from a Florida corporation to a Delaware limited liability company and subsequently apply as a foreign limited liability company to be authorized to transact business in the State of Florida.

By signing this letter below, the Company hereby agrees to continue to observe and perform the terms, conditions and restrictions of each Agreement, and the County consents to and acknowledges the Reorganization and agrees that each Agreement remains in full force and effect notwithstanding the Reorganization.

Additionally, by signing below, the County agrees and acknowledges that, (i) each Agreement is in full force and effect and has not been assigned, modified, rescinded or amended; (ii) the County is not aware of any defaults of the Company under any of the Agreements as of the date of this letter and the County is not aware of any fact which, with the passage of time or the giving of notice, would create a default under any of the Agreements; and (iii) the Reorganization will not be deemed a breach of or default under any provision of any of the Agreements.

Lee County Board of County Commissioners

Re: Professional Services Agreements

August 27, 2024

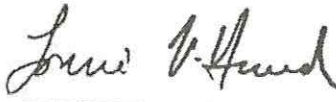
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Please promptly sign below and return a copy of your executed letter via email to our attorney, Erin Houck-Toll, via email at [erin.houck-toll@henlaw.com](mailto:erin.houck-toll@henlaw.com), as soon as possible. Also, please return an original of this letter to my attention at the address set forth above at your earliest convenience thereafter or let me know when it is ready and we can arrange to have it picked up from your office. Please feel free to call our attorney, Erin Houck-Toll, at 239-344-1296 if you have any questions.

Thank you for your prompt attention to this matter.

Sincerely,

JOHNSON ENGINEERING, INC.,  
a Florida corporation

By: 

Name: Lonnie V. Howard

Title: President

***Accepted and agreed:***

LEE COUNTY, FLORIDA  
BOARD OF COUNTY COMMISSIONERS

By: 

Name: Pete Winton

Title: 9-3-24

## **EXHIBIT A**

### **Agreements**

1. CN210084BAG - PSA - dated June 1, 2021 (Alico)
2. CN190476ANB - PSA - dated April 21, 2020 (Three Oaks)
3. CN180576ANB - PSA - dated February 22, 2019 (BCLC Corkscrew)
4. CN190083TJM - PSA - dated December 19, 2019 (BCLC Ben Hill)
5. CN200224JJB - PSA - dated December 1, 2020 (BCLC Misc)
6. CN230312DWJ - PSA - (BCLC Wellfield)
7. CN230495DWJ - PSA - (BCLC Ortiz)
8. CN230362JJB - PSA - dated December 15, 2023 (Boardwalk)
9. CN200462JJB Lakes Park Water Quality - Phase 3
10. CN220255BAG Design-South 10 Mile Canal Flood Improvements – June 20, 2023
11. CN200347BAG Hydrogeological Consulting Support Services – June 1, 2021
12. CN230595CMR Environmental Consulting Contract – February 22, 2024
13. CN230248KLB Water Quality & Hydrological Impacts Assessments – October 23, 2023
14. CN230221CMR Miscellaneous Utility Engineering - September 11, 2023
15. CN220184DWJ Miscellaneous Surveying & Mapping – September 20, 2022
16. RFP200361BAG Miscellaneous Planning Services Contract – April 20, 2021
17. CN200482RJD Design Services for Lehigh Acres Park & Ride – August 17, 2021
18. CN230089KLB Lee Tran Bus Agreement