



March 27, 2026

Ada County Drainage District No. 3 251 E. Front Street, Suite 300, Boise ID 83707

Re: Acquisition Announcement and Consent to Assignment for the following contracts (“Contracts”) between Ada County Drainage District No. 3 (the “**Company**”) and QRS Consulting, LLC, A Morrison-Maierle Company (“**QRS**”): QRS Work Authorization - Drain A Alternatives Analysis

Dear Elam & Burke; Attn: Abigail Germaine:

We are excited to inform you that QRS Consulting recently entered into an agreement with Morrison-Maierle, Inc. (the “MMI”), a 100% employee-owned firm providing integrated engineering, planning, surveying, and environmental services to public and private clients, pursuant to which MMI will acquire substantially all the assets of QRS (the “Purchase Agreement” and such transaction, the “Asset Purchase”).

MMI has an excellent reputation in the industry and is committed to providing you with the same level of high-quality services. In fact, QRS’s owners, Chris Boyd, Nick Kraus, and William Zimmerman, will continue in executive roles with MMI, and MMI is extending offers of employment to all QRS employees as a part of the Asset Purchase. The press release relating to the Asset Purchase will be made available at www.m-m.net on the afternoon of Monday, March 30, 2026.

At the closing of the transactions contemplated by the Purchase Agreement (the “Closing”), QRS intends to sell, assign and transfer to MMI all of its right, title and interest in and to the Contracts referenced above and MMI will assume all of QRS’s obligations under the Contracts relating to the period from and after the Closing (the “**Assignment**”).

By executing this letter in the space provided below, effective upon the Closing, the Company hereby: (a) consents to the Assignment of the Contracts effective as of the Closing, and (b) agrees that the Assignment will not be deemed a breach of or default under the terms relating to the Contracts, including any notice provision thereunder.

If you agree to the foregoing, please have an authorized signatory execute this letter in the space provided below and return it to [Joni Thurston](mailto:jthurston@qrs-llc.com) at jthurston@qrs-llc.com at your earliest convenience. If we do not receive a response, we will assume that you consent to the assignment of the Contracts.

Closing is estimated on or before March 28, 2026. If the Asset Purchase does not close as expected, the Assignment will not take effect and the Contracts and terms relating thereto will remain unchanged.

Should you have any questions or need further clarification about this request, please contact [Joni Thurston](mailto:jthurston@qrs-llc.com) at the email address above or the Project Manager for your project. We are happy to assist with any concerns.



Thank you for your prompt attention to this matter. We are enthusiastic about this new chapter and look forward to the exciting opportunities ahead.

Sincerely,

QRS Consulting, LLC

By:
William Zimmerman, Manager

Acknowledged and Agreed:

Ada County Drainage District No. 3

By: _____

Name: _____

Title: _____

Date: _____