



City of Pascagoula
603 Watts Avenue
Pascagoula, MS 39568

RE: Agreements between City of Pascagoula and Compton Engineering Inc. now CE Group Inc. and appointment of City Engineer (collectively the "agreements")

Dear Michael:

We are pleased to announce that CE Group Inc. formerly known as Compton Engineering Inc. (the "Company") is concluding the negotiations of a business transaction with Neel-Schaffer, Inc. ("Buyer") pursuant to which Buyer would purchase substantially all the assets of the Company, including but not limited to the Agreements.


By executing this letter, we request and you hereby (i) expressly consent to the assignment of the Agreements by the Company to the Buyer and (ii) agree that the Agreements shall remain in full force and effect following consummation of the transaction and (iii) consent to the resignation of Geoffrey Clemens as named City Engineer and name James Douglass Employee of the Buyer as City Engineer so as to maintain congruency and maintain a City Engineer for performance of existing duties under current contracts. Listing of Agreements are included as an attachment to this letter.

This letter shall be deemed effective and binding upon the consummation of the Transaction but shall be considered void and of no further force or effect in the event the Transaction is not consummated.

Please feel free to contact us if you have any questions or require additional information. Thank you for your consideration of this matter.

Very truly yours,

CE Group, Inc


Geoffrey Clemens P.E.
President CE Group

City of Pascagoula

By: _____

Name: _____

Title: _____

Date: _____

 BAY ST. LOUIS

3036 Longfellow Drive, Bay St. Louis, MS 39520
228-467-2770

 BILOXI

156 Nixon Street, Biloxi, MS 39530
228-432-2133

 PASCAGOULA

1969 Market Street, Pascagoula, MS 39567
228-762-3970

City of Pascagoula

1. CE Project Number 218-049 – Misc. Service Agreement Associated Task Orders
2. CE Project Number 218-049.002 - Briarwood Drainage Improvements
3. CE Project Number 218-049.008 - Boxwood Drainage Improvements
4. CE Project Number 218-049.016 - Telephone Road Water Well Replacement
5. CE Project Number 218-049.022 - Oakland Street Drainage Improvements
6. CE Project Number 218-049.024 - Eastlawn and Pinecrest Water System Improvements
7. CE Project Number 218-049.025 - Central Fire Station Renovations
8. CE Project Number 218-049.027 - Infrastructure Improvements – Senior Center Parking and Durden Street Repairs
9. CE Project Number 218-049.028 - Prepare MDEQ Discharge Permit Renewal Application for 3 WTP Sites
10. CE Project Number 218-049.031 - Old Mobile Highway East – Drainage Improvements
11. CE Project Number 218-049.032 - Hilltop Street Drainage Improvements
12. CE Project Number 218-049.033 - Brookwood Subdivision Drainage Improvements
13. CE Project Number 218-049.034 - Northwood Street Drainage Improvements
14. CE Project Number 218-049.035 - Live Oak Avenue Drainage Improvements
15. CE Project Number 218-049.036 - Paul Harvey Avenue – 11th Street Drainage Improvements
16. CE Project Number 218-049.037 - Senior Center Termite Damage
17. CE Project Number 218-049.038 - Point Park Pier Extension
18. CE Project Number 218-049.039 - Re-establish Monuments at Machpelah Cemetery
19. CE Project Number 220-014 - City Engineer
20. CE Project Number 223-007 – City Engineer Stormwater Services 2023