

Via Email

The City of Riverside, California  
Riverside Public Works – Solid Waste Division  
Attn: Archie Washington  
8095 Lincoln Avenue  
Riverside, CA 92504

*RE: Consent to Assignment*

To whom it may concern:

Pursuant to the terms of that certain Asset Purchase Agreement, dated as of May 7, 2024 (the “**Purchase Agreement**”), by and among Rubicon Technologies, Inc., a Delaware corporation (“**Parent**”), Rubicon Technologies Holdings, LLC, a Delaware limited liability company (together with Parent, “**Sellers**”) and Wastech Corp., a Delaware corporation (“**Buyer**”), Sellers caused Rubicon Global, LLC, a Delaware limited liability company (the “**Rubicon Entity**”) to sell and assign to Buyer, and Buyer agreed to purchase and assume from the Rubicon Entity, certain contracts of the Rubicon Entity.

In connection with the Purchase Agreement, please sign below acknowledging your consent for the Rubicon Entity to assign to Buyer all right, title and interest in and to the Master Software Services Agreement by and between the Rubicon Entity and the City of Riverside, California dated February 29, 2024 (the “**Contract**”). Effective with the assignment, Buyer hereby agrees to assume all obligations in and to, and agrees to pay, perform and discharge, in a timely manner in accordance with the terms hereof, the Contract, and by signing this letter agreement, you hereby agree to and acknowledge such assignment and assumption.

Additionally, please note that the address for any written notices to Buyer will be:

c/o Routeware, Inc.  
16525 SW 72nd Ave  
Portland, OR 97224  
Attention: Chief Financial Officer  
Phone: 503-906-8500  
Email: tdahltorp@routeware.com

*[rest of page intentionally left blank]*

**Agreed and Acknowledged:**

**THE CITY OF RIVERSIDE, CALIFORNIA**

By: \_\_\_\_\_

Name:

Title:

Date:

Attest: \_\_\_\_\_

City Clerk

Approved as to Form:



Deputy City Attorney

**WASTECH CORP.**

By: Timothy Dahlthrop  
Timothy Dahlthrop (Jan 15, 2025 13:17 MST)

Name: Timothy Dahlthrop

Title: Chief Financial Officer

Date: 01/15/2025

**WASTECH CORP.**

By:  \_\_\_\_\_

Name: Paul Rafalowski

Title: Chief Executive Officer & President

Date: 1/15/2025

*[Signature Page to Consent to Assignment (Wastech Corp.)]*