

ASSIGNMENT AND ASSUMPTION OF CONTRACT

This Assignment and Assumption of Contract is entered into by and between Brazoria County, Texas (“Client”), TranSystems Corporation, dba TranSystems Corporation Consultants, a Texas company, with an office located at 2400 Pershing Road, Suite 400, Kansas City, MO 64108 (“Assignor”), and GFT Infrastructure, Inc., with an office located at 300 Sterling Parkway, Suite 200, Mechanicsburg, PA 17050 (“Assignee”) (individually, a “Party” or collectively, the “Parties”). This Assignment and Assumption of Contract shall be effective upon the execution hereof by all Parties, with the effective date being the date of the last signature (the “Effective Date”).

RECITALS

WHEREAS, Client and Assignor are parties to the Professional Services Agreement attached hereto as Exhibit “1” (the “Agreement”); and

WHEREAS, as a result of integration of Assignor and Assignee, who are affiliated, and internal restructuring, effective July 5, 2025, the personnel performing the services under the Agreement became employees of Assignee and are now employed under Assignee’s federal employment identification number; and

WHEREAS, as a result, Assignor desires to assign all of its rights, title and interest in the Agreement to Assignee, and Assignee desires to assume all of Assignor’s rights, interests, obligations and responsibilities under the Agreement; and

WHEREAS, Client desires to consent to said assignment.

THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is acknowledged, the Parties agree as follows:

1. The Parties mutually agree that the Agreement is hereby assigned by Assignor to Assignee, and that Assignee hereby assumes and agrees to observe and perform all of Assignor’s rights, interests, obligations and responsibilities under the Agreement.
2. Client hereby consents to the assignment of the Agreement, including all rights, interests, obligation and responsibilities thereunder, from Assignor to Assignee as of the Effective Date.
3. Except to the extent modified herein, all terms and conditions of the Agreement shall continue in full force and effect.
4. Each Party represents that the person signing on such Party’s behalf is authorized to do so and to bind said Party to the terms of this Assignment and Assumption of Contract.

IN WITNESS WHEREOF, the Parties have executed this Assignment and Assumption of Contract.

**TranSystems Corporation,
dba TranSystems Corporation Consultants,
a Texas company**

GFT Infrastructure, Inc.

By: _____

By: _____

Printed: _____

Printed: _____

Title:

Title:

Date: _____

Date: _____

Brazoria County, Texas

By: _____

L.M. "Matt" Sebesta, Jr.

County Judge

Date: _____