

ASSIGNMENT AGREEMENT

This Assignment Agreement ("Assignment") is made this 27th day of October, 2016, between the Nueces County Hospital District ("Client"), Hanson Professional Services Inc., a Delaware Corporation ("Assignee"), and Naismith Engineering, Inc., a Texas Corporation. ("Assignor").

RECITALS:

- A. Assignor entered into a certain Contract, the Engineering Services Agreement for Owner's Representative Services for Memorial Property Improvements, incorporated herein ("Contract") with Client.
- B. The Contract is by its terms assignable upon the prior written consent of the Client.
- C. Assignor desires to assign the Contract to Assignee, and Assignee is willing to perform all remaining duties and obligations under the Contract.

In consideration of the mutual covenants herein, the parties agree as follows:

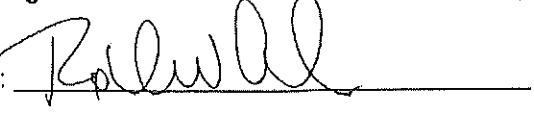
- 1. Assignor grants, bargains, sells, conveys, transfers, assigns, and sets over its entire right, title, interest in and duties under the Contract to Assignee subject to the covenants and conditions set forth herein.
- 2. Assignee assumes all obligations of Assignor under the Contract for all work undertaken by Naismith prior to the effective date of the Assignment including but not limited to existing liabilities and subconsultant obligations, and Assignee assumes the Contract and will perform faithfully all of the covenants, stipulations and agreements contained therein.
- 3. Assignor represents, and Assignee accepts, that there are no claims or demands against the Assignor arising out of or related to the performance under this Assignment prior to the effective date hereof.
- 4. The Effective Date of the Assignment is September 12, 2016.

IN WITNESS WHEREOF, the parties have executed this Assignment through their duly authorized officers the day and year first above written.

Assignor: Naismith Engineering, Inc.

Assignee: Hanson Professional Services Inc.

By: 

By: 

Printed Name: Grant A. Jackson

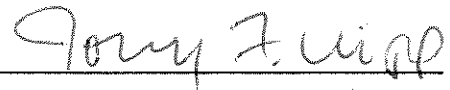
Printed Name: Robert W. Cusick

Title: Vice President

Title: Executive Vice President

Client, a party to the Contract, does hereby consent to the assignment set forth above.

Client: Nueces County Hospital District

By: 

Printed Name: Jonny F. Hlpp 11/14/16

Title: Administrator/Chief Executive Officer