

## ASSIGNMENT AND AMENDATORY AGREEMENT

**THIS ASSIGNMENT AND AMENDATORY AGREEMENT** is made between the **CITY AND COUNTY OF DENVER**, a municipal corporation of the State of Colorado ("City"), and **CONSOR NORTH AMERICA, INC.**, a Oregon corporation registered to do business in Colorado, whose address is 6505 Waterford District Drive, Suite 470, Miami, FL 33126 and **CONSOR ENGINEERS, LLC**, a Florida limited liability company with a principal place of business located at 1675 Larimer Street, Suite 400, Denver, CO 80128. Consor North America, Inc., and Consor Engineers, LLC, are jointly referred to herein as Consultants.

### RECITALS:

**WHEREAS**, the City and Consor Engineers, LLC previously entered into an On-Call Services Agreement dated November 10, 2022, (the "Agreement"), to secure readily available on-call professional engineering services and related technical services to support the Department's Implementation Division on an "as needed" basis; and

**WHEREAS**, Consor Engineers, LLC has assigned the Agreement to Consor North America, Inc., as outlined in **Exhibit E** which is attached and incorporated to this Agreement;

**WHEREAS**, the City and the Consultants mutually desire to amend the Agreement.

**NOW, THEREFORE**, in consideration of the premises and the mutual covenants and obligations herein set forth, the parties hereto mutually agree as follows:

1. Consor North America, Inc., agrees to be bound by and perform the Agreement in accordance with the conditions of the Agreement. Consor North America, Inc., also assumes all obligations and liabilities of, and all claims against Consor Engineers, LLC under the Agreement as if Consor North America, Inc., was the original party to the Agreement.

2. Consor North America, Inc., ratifies all previous actions taken by Consor Engineers, LLC with respect to the Agreement, with the same force and effect as if the action had been taken by Consor North America, Inc.

3. The City recognizes Consor North America, Inc., as Consor Engineers, LLC's successor in interest in and to the Agreement and consents to the assignment of the Agreement

from Consor Engineers, LLC to Consor North America, Inc., as if Consor North America, Inc., was the original party to the Agreement.

4. All payments and reimbursement made by the City to Consor Engineers, LLC under the Agreement shall be considered to have discharged the City's obligations under those parts of the Agreement.

5. The Parties hereby acknowledge that the Consultant previously referred to herein as Consor Engineers, LLC shall now be referred to as Consor North America, Inc., and further the parties hereby agree to assign and transfer all responsibilities and obligations of the Consultant under the Agreement from Consor Engineers, LLC to Consor North America, Inc. As such, the term "Consultant" shall henceforth, refer to Consor North America, Inc.

6. Section 5.19 of the Agreement, entitled "No Employment of Workers Without Authorization to Perform Work Under the Agreement", is hereby deleted in its entirety and replaced with the following:

"5.19 Intentionally Omitted."

7. A new section 5.29 entitled "Compliance with Denver Wage Laws", is hereby being added to the Agreement to read as follows:

"5.29 Compliance with Denver Wage Laws. To the extent applicable to the Consultant's provision of Services hereunder, the Consultant shall comply with, and agrees to be bound by, all rules, regulations, requirements, conditions, and City determinations regarding the City's Minimum Wage and Civil Wage Theft Ordinances, Sections 58-1 through 58-26 D.R.M.C., including, but not limited to, the requirement that every covered worker shall be paid all earned wages under applicable state, federal, and city law in accordance with the foregoing D.R.M.C. Sections. By executing this Agreement, the Consultant expressly acknowledges that the Consultant is aware of the requirements of the City's Minimum Wage and Civil Wage Theft Ordinances and that any failure by the Consultant, or any other individual or entity acting subject to this Agreement, to strictly comply with the foregoing D.R.M.C. Sections shall result in the penalties and other remedies authorized therein."

8. As herein amended, the Agreement is affirmed and ratified in each and every particular.

9. This Assignment and Amendatory Agreement will not be effective or binding on the City until it has been fully executed by all required signatories of the City and County of

Denver, and if required by Charter, approved by the City Council.

**[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK;  
SIGNATURE PAGES FOLLOW.]**

**Contract Control Number:** DOTI-202578152-01 [202264896-01]  
**Contractor Name:** CONSOR North America, Inc.  
CONSOR ENGINEERS, LLC dba Apex Design

IN WITNESS WHEREOF, the parties have set their hands and affixed their seals at Denver, Colorado as of:

**SEAL**

**CITY AND COUNTY OF DENVER:**

**ATTEST:**

By:

\_\_\_\_\_

\_\_\_\_\_

**APPROVED AS TO FORM:**

**REGISTERED AND COUNTERSIGNED:**

Attorney for the City and County of Denver

By:

By:

\_\_\_\_\_

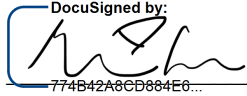
\_\_\_\_\_

By:

\_\_\_\_\_

**Contract Control Number:**  
**Contractor Name:**

DOTI-202578152-01 [202264896-01]  
CONSOR North America, Inc.

By:  \_\_\_\_\_  
DocuSigned by:  
774B42A6CD884E6...

Name: Matthew P Cass  
(please print)

Title: Secretary-Executive Director  
(please print)

ATTEST: [if required]

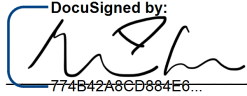
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Name: \_\_\_\_\_  
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Title: \_\_\_\_\_  
(please print)

**Contract Control Number:**  
**Contractor Name:**

DOTI-202578152-01 [202264896-01]  
CONSOR ENGINEERS, LLC dba Apex Design

By:  \_\_\_\_\_  
DocuSigned by:  
774B42A6CD884E6...

Name: Matthew P Cass  
(please print)

Title: Secretary-Executive Director  
(please print)

ATTEST: [if required]

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

Name: \_\_\_\_\_  
(please print)

Title: \_\_\_\_\_  
(please print)

**EXHIBIT E**

**OMNIBUS WRITTEN CONSENT**

**OF**

**THE BOARD OF MANAGERS OF CONSOR HOLDINGS, LLC,**

**THE BOARDS OF DIRECTORS OF CONSOR NORTH AMERICA, INC. AND CONSOR  
PMCM, INC.,**

**AND**

**THE SOLE MEMBER OF CONSOR ENGINEERS, LLC**

**IN LIEU OF A SPECIAL MEETING**

**December 23, 2024**

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The undersigned being, (i) all of the members of the board of managers (the "Board of Managers") of Consor Holdings, LLC, a Delaware limited liability company (the "Company"), (ii) all of the members of the boards of directors (together with the Board of Managers, the "Boards") of Consor North America, Inc., an Oregon corporation ("Consor North America"), and Consor PMCM, Inc., a California corporation ("Consor PMCM") and (iii) the sole member ("Sole Member") of Consor Engineers, LLC, a Florida limited liability company, ("Consor Engineers" and, together with Consor PMCM and Consor North America, the "Subsidiaries"), acting by written consent without a meeting, do hereby consent to the adoption of the following resolution, to be treated for all purposes as actions taken at a meeting, and unless otherwise noted, to be effective as of the date hereof:

WHEREAS, the Boards and the Sole Member have determined that it is advisable and in the best interest of the Company and the Subsidiaries to merge certain technical staff performing similar services into the same legal entity in order to facilitate project execution across the country, to better serve clients;

WHEREAS, the Boards and the Sole Member have considered the transfer of projects and personnel from Consor Engineers, LLC and Consor North America to Consor North America and Consor PMCM, respectively;

NOW, THEREFORE, BE IT RESOLVED, that the Boards and the Sole Member hereby authorize and approve the transfer of projects and personnel as follows:

**1. Transfer of Projects and Personnel:**

- The projects and personnel described on Exhibit A shall be transferred from Consor Engineers shall be transferred to Consor North America
- The projects and personnel described on Exhibit B shall be transferred from Consor North America, Inc. shall be transferred to Consor PMCM

**2. Implementation:**

- The officers of the Company and the Subsidiaries are hereby authorized and directed to take all necessary actions to effectuate the transfers described above on behalf of the Company or such Subsidiary, as applicable, including but not limited to, executing and delivering any and all documents and instruments, and performing any and all acts as may be necessary or advisable to carry out the intent and accomplish the purpose of this resolution.

**3. Effective Date:**

- This resolution shall be effective immediately upon its adoption.

RESOLVED FURTHER, that any and all actions taken by the officers of the Company and the Subsidiaries prior to the adoption of this resolution that are within the authority conferred hereby are hereby ratified, confirmed, and approved as the acts and deeds of the Company and the Subsidiaries, as applicable.

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IN WITNESS WHEREOF, the undersigned, being all the members of the Boards of the Company, Consor North America and Consor PMCM, and the Sole Member of Consor Engineers, have executed this resolution as of the date first written above.

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**BOARD OF MANAGERS OF CONSOR HOLDINGS, LLC:**

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**Lars Johansson**

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**Joseph Walker**

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**Nathaniel Gery**

DocuSigned by:  
  
F6D5D98172CA47C

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**Chris Rayasam**

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**Hisham Mahmoud**



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**Thomas Vetrano**

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**Charles Hocking**

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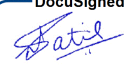
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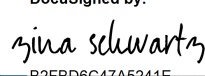
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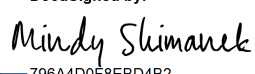
**CONSOR INTERMEDIATE, LLC**

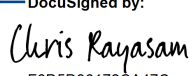
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By: F6D5D96172CA47C...  
**Name: Chris Rayasam**  
**Title: Chief Executive Officer**

**BOARD OF DIRECTORS OF CONSOR NORTH AMERICA, INC. AND CONSOR PMCM, INC.:**

DocuSigned by:  
  
F4CC73F543D44C6...  
**Sandeep Patil**

DocuSigned by:  
  
B2FBD6C47A6241E...  
**Zina Schwartz**

DocuSigned by:  
  
796A4D0F8EBD4B2...  
**Mindy Shimanek**

DocuSigned by:  
  
F6D5D96172CA47C...  
**Chris Rayasam**

- The officers of the Company and the Subsidiaries are hereby authorized and directed to take all necessary actions to effectuate the transfers described above on behalf of the Company or such Subsidiary, as applicable, including but not limited to, executing and delivering any and all documents and instruments, and performing any and all acts as may be necessary or advisable to carry out the intent and accomplish the purpose of this resolution.

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---

IN WITNESS WHEREOF, the undersigned, being all the members of the Boards of the Company, Consor North America and Consor PMCM, and the Sole Member of Consor Engineers, have executed this resolution as of the date first written above.

---

**BOARD OF MANAGERS OF CONSOR HOLDINGS, LLC:**

*Lars Johansson*

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**Lars Johansson**

*Joe Walker*

---

**Joseph Walker**

*Nate Gery*

---

**Nathaniel Gery**

---

**Chris Rayasam**

*Hisham Mahmoud*

---

**Hisham Mahmoud**

*Tom Vetrano*

---

**Thomas Vetrano**

*Charlie Hocking*

---

**Charles Hocking**

*Tom Logan*

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**Thomas Logan**

**SOLE MEMBER OF CONSOR ENGINEERS, LLC:**

**CONSOR INTERMEDIATE, LLC**

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

**Name: Chris Rayasam**

**Title: Chief Executive Officer**

**BOARD OF DIRECTORS OF CONSOR NORTH AMERICA, INC. AND CONSOR PMCM, INC.:**

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**Sandeep Patil**

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**Zina Schwartz**

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**Mindy Shimanek**

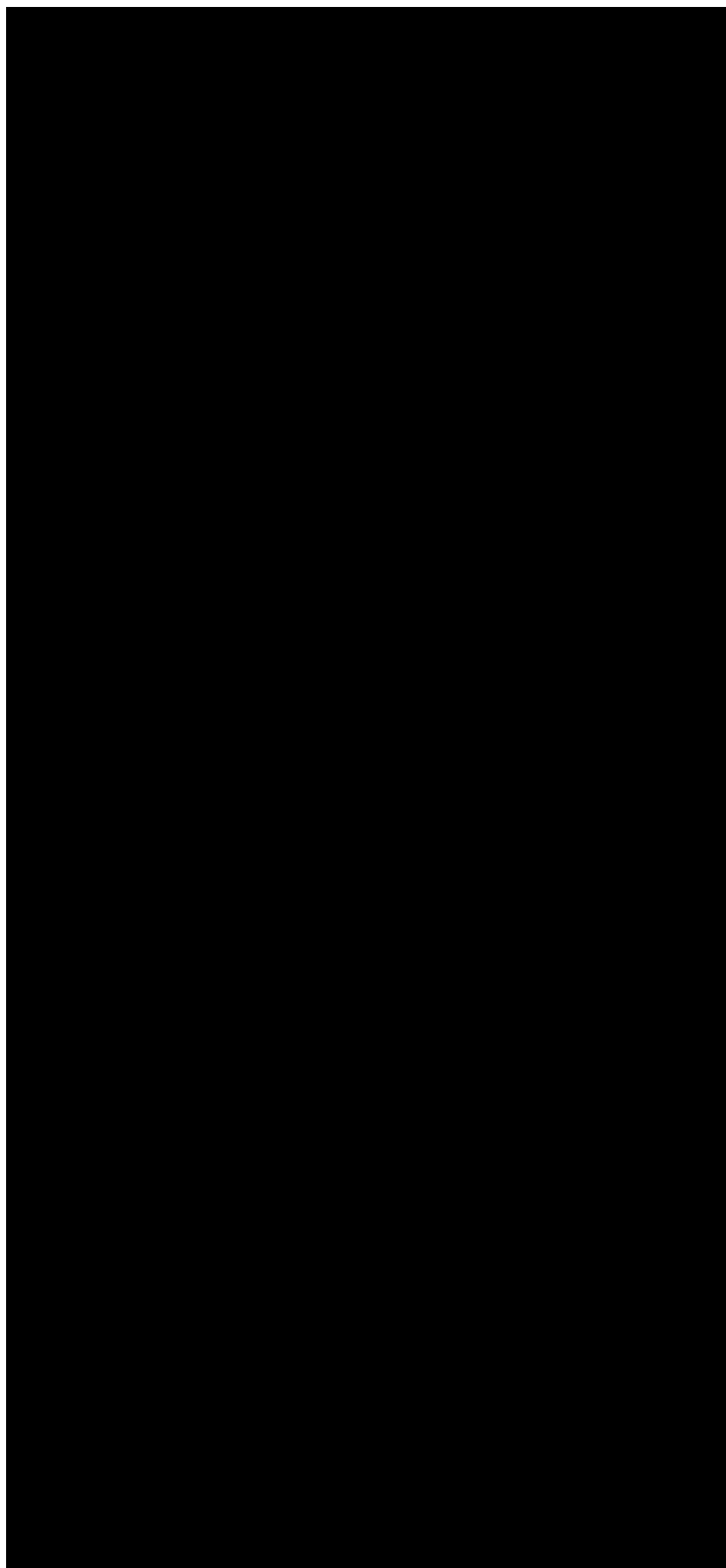
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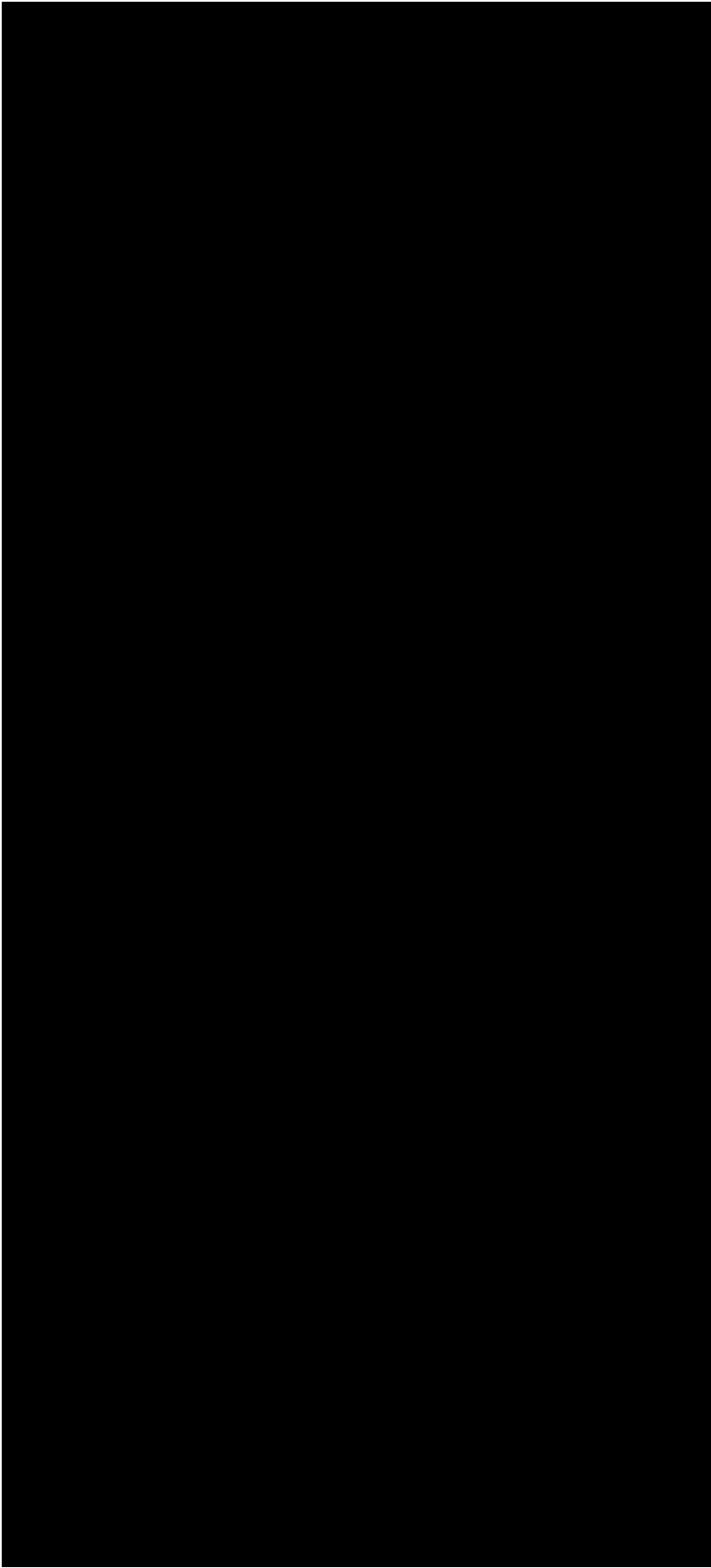
**Chris Rayasam**

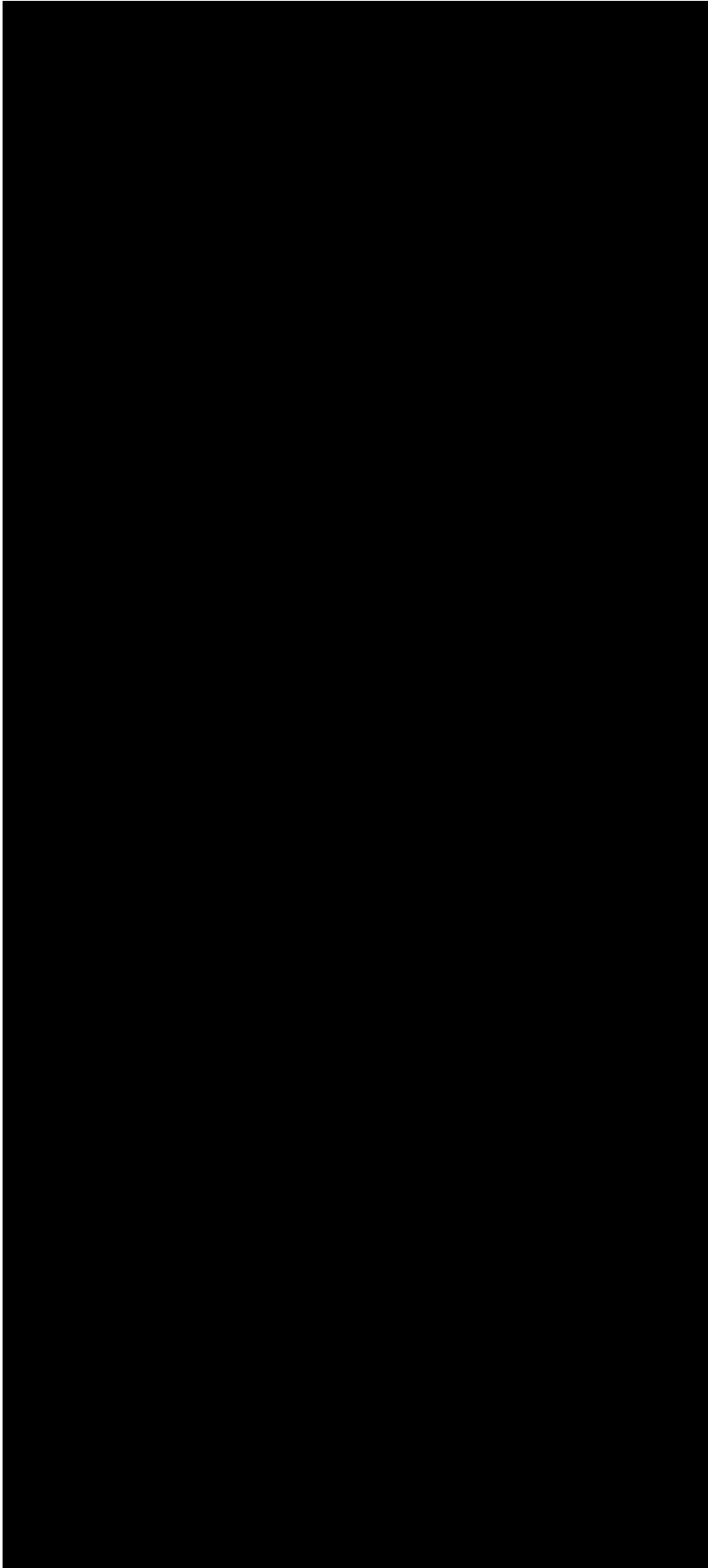


**Exhibit A**

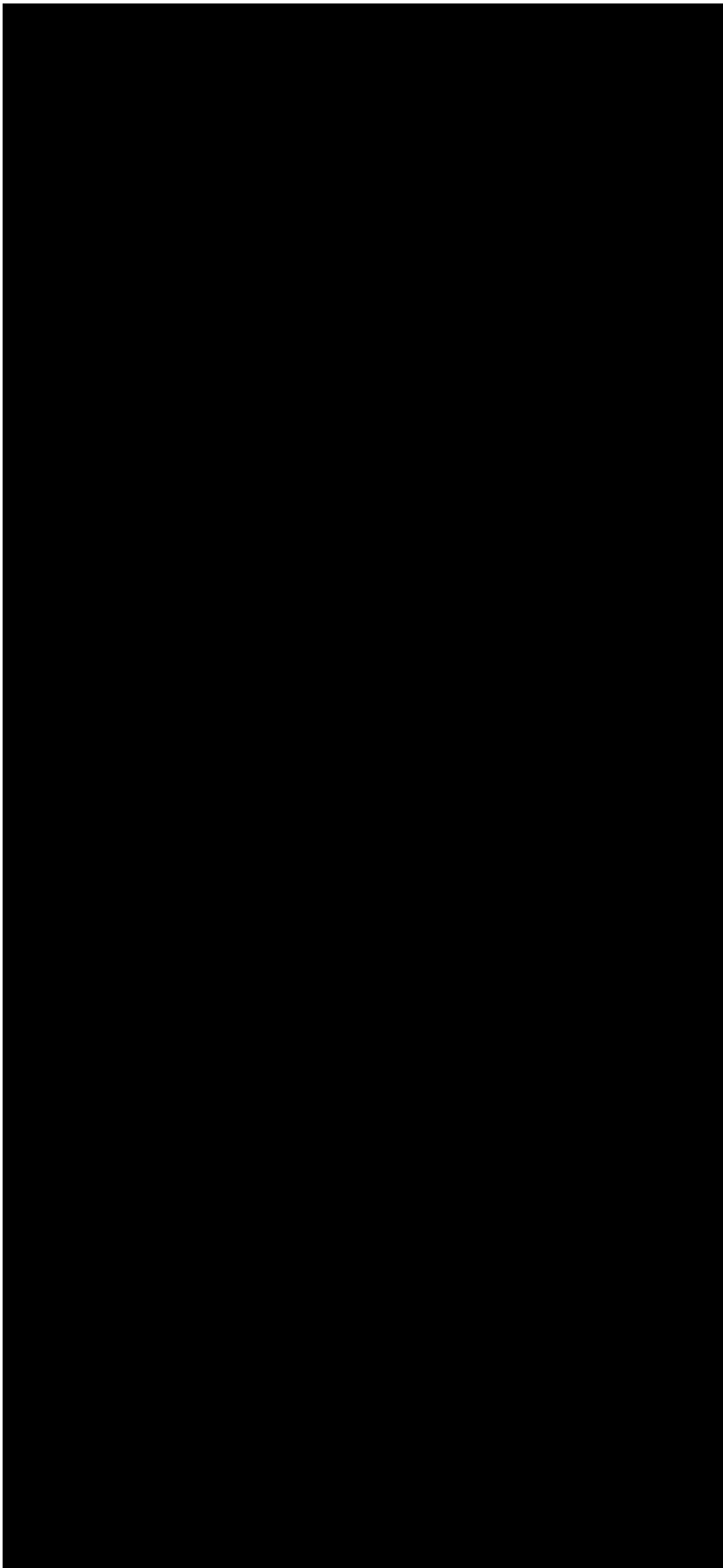
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[Redacted Content]	

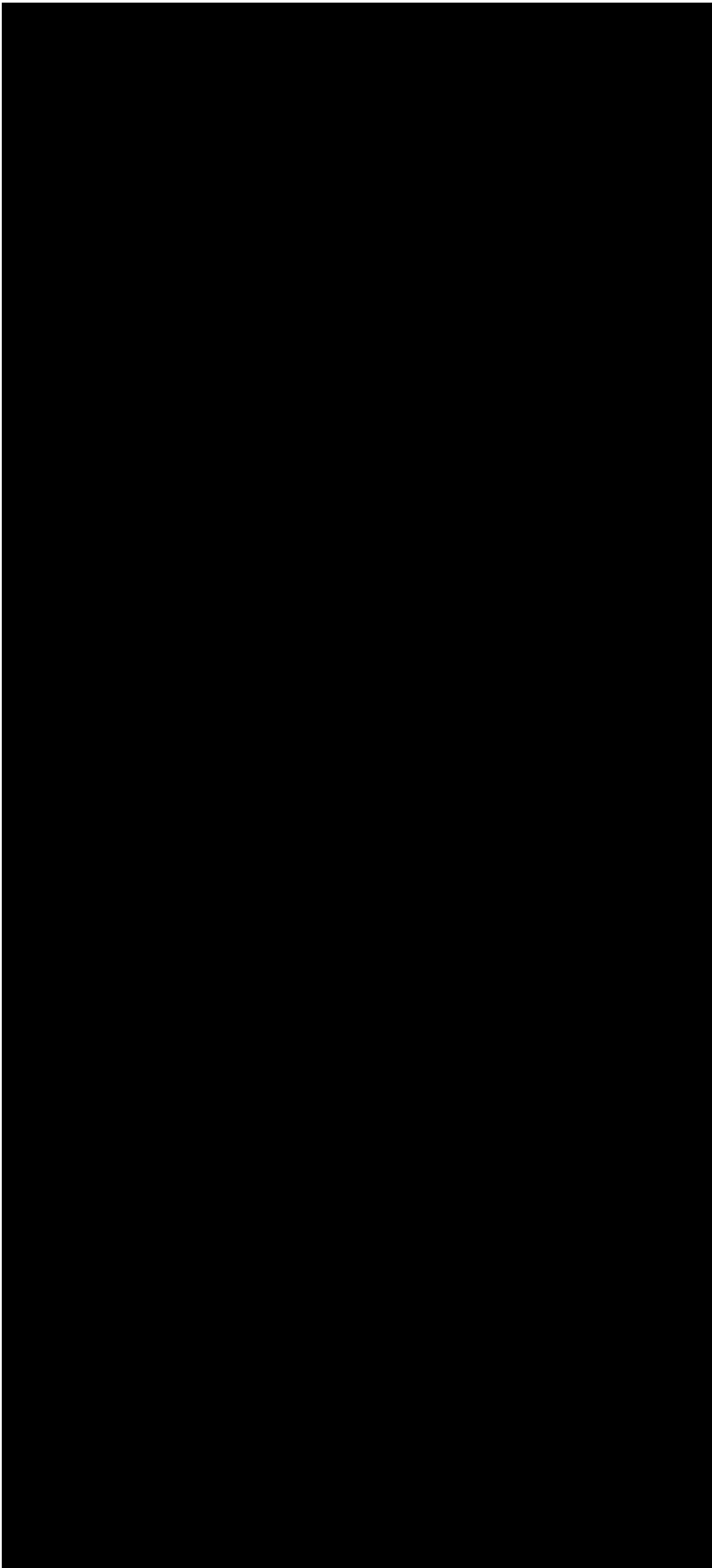


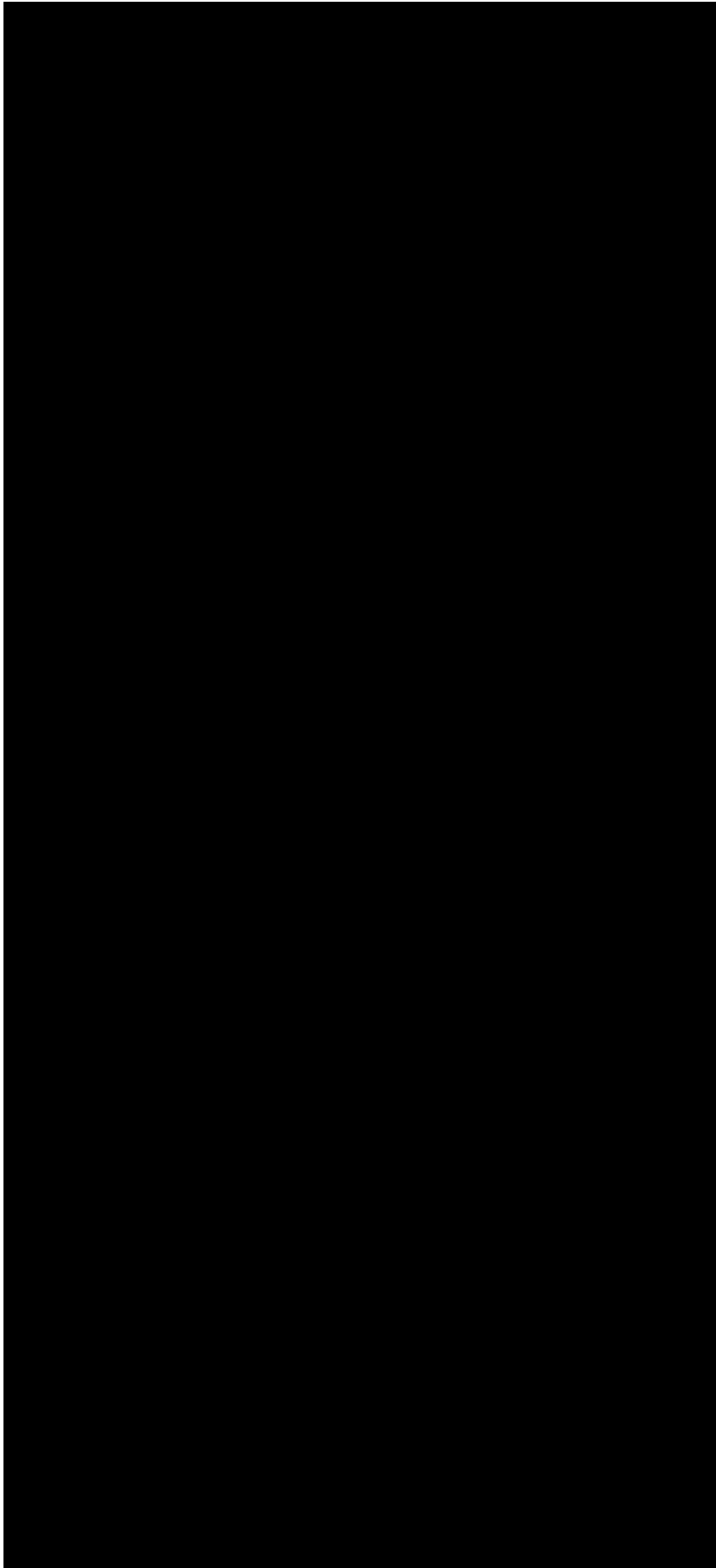


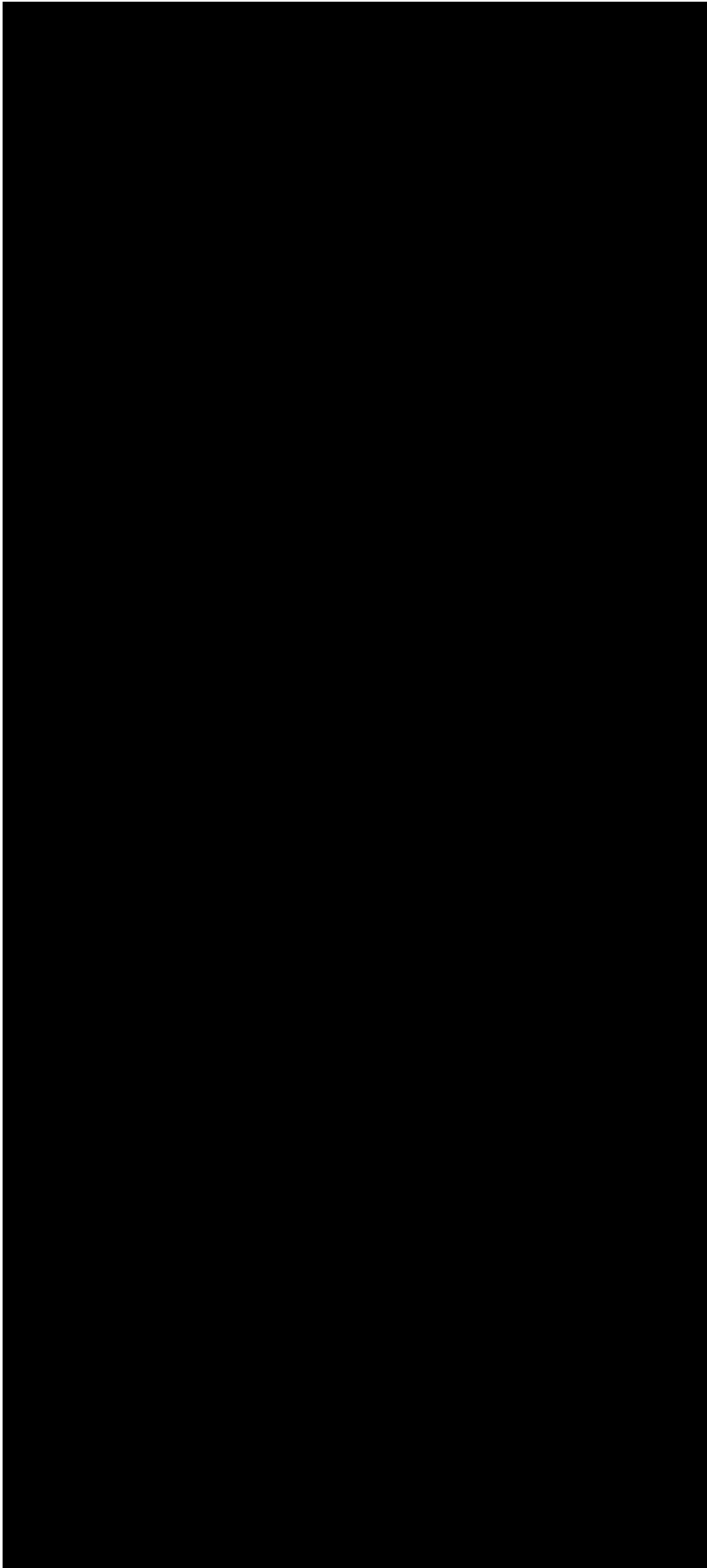


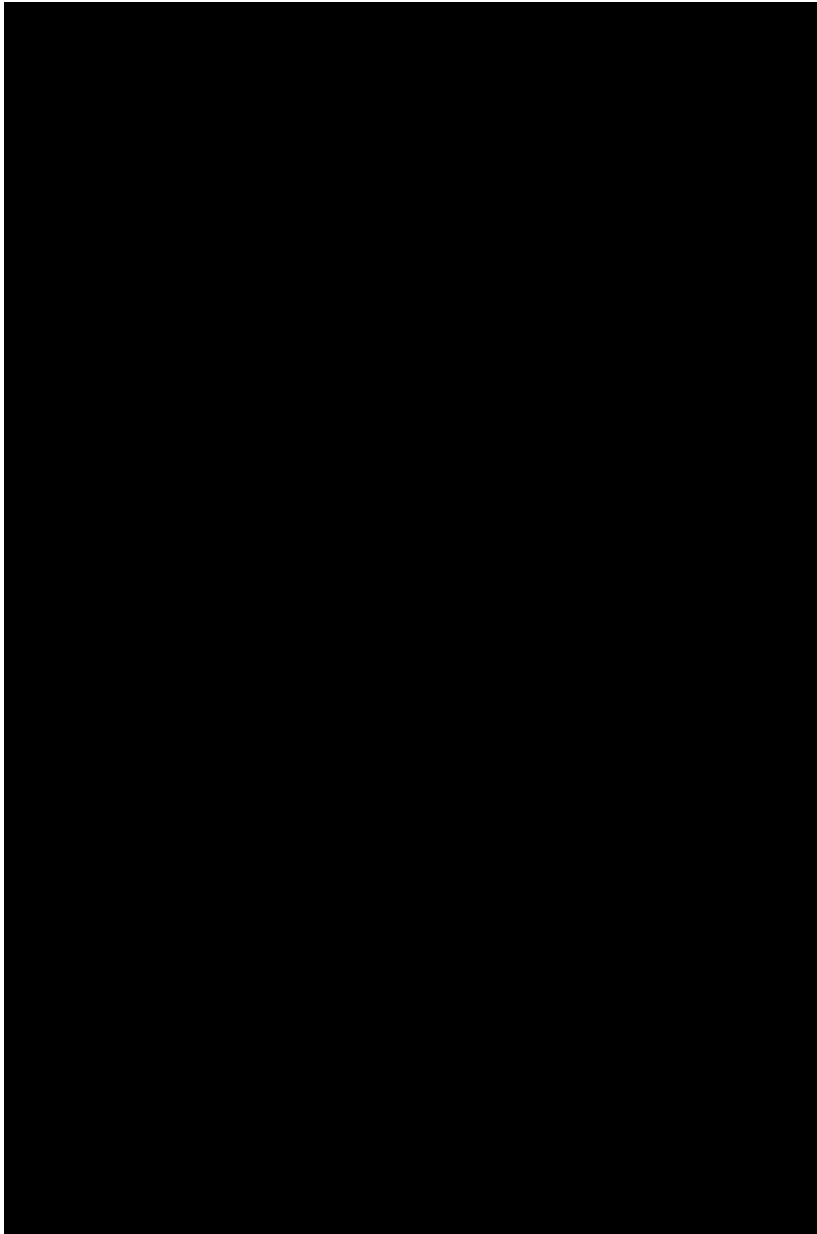




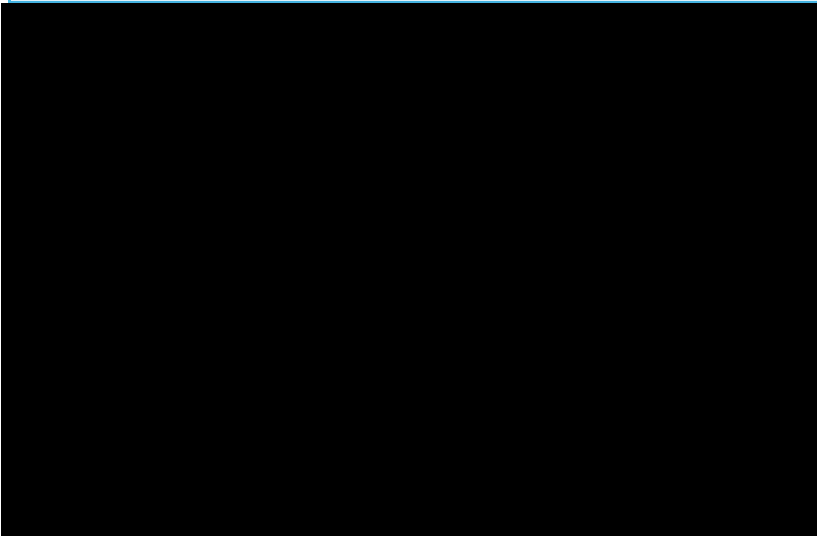






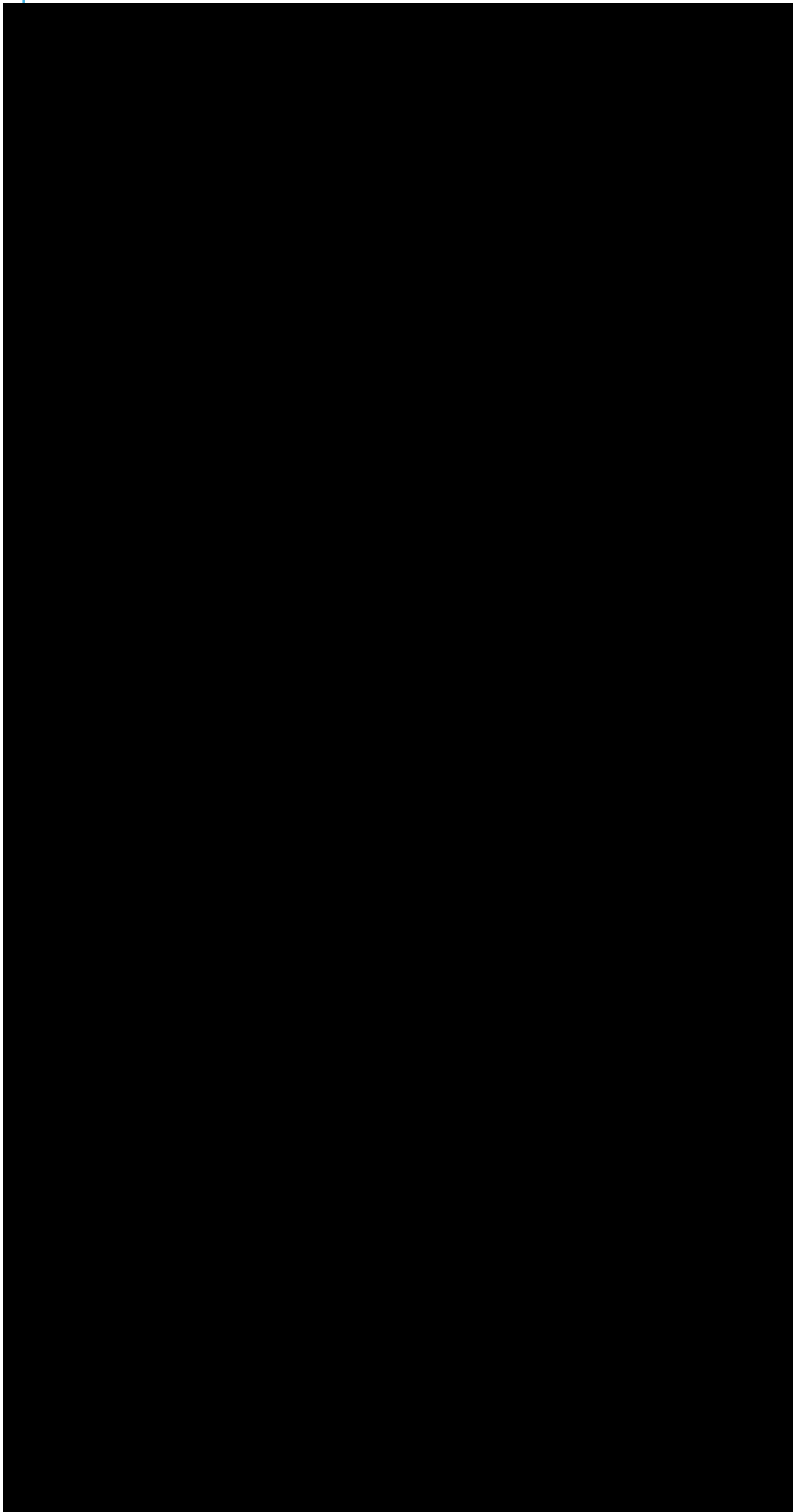


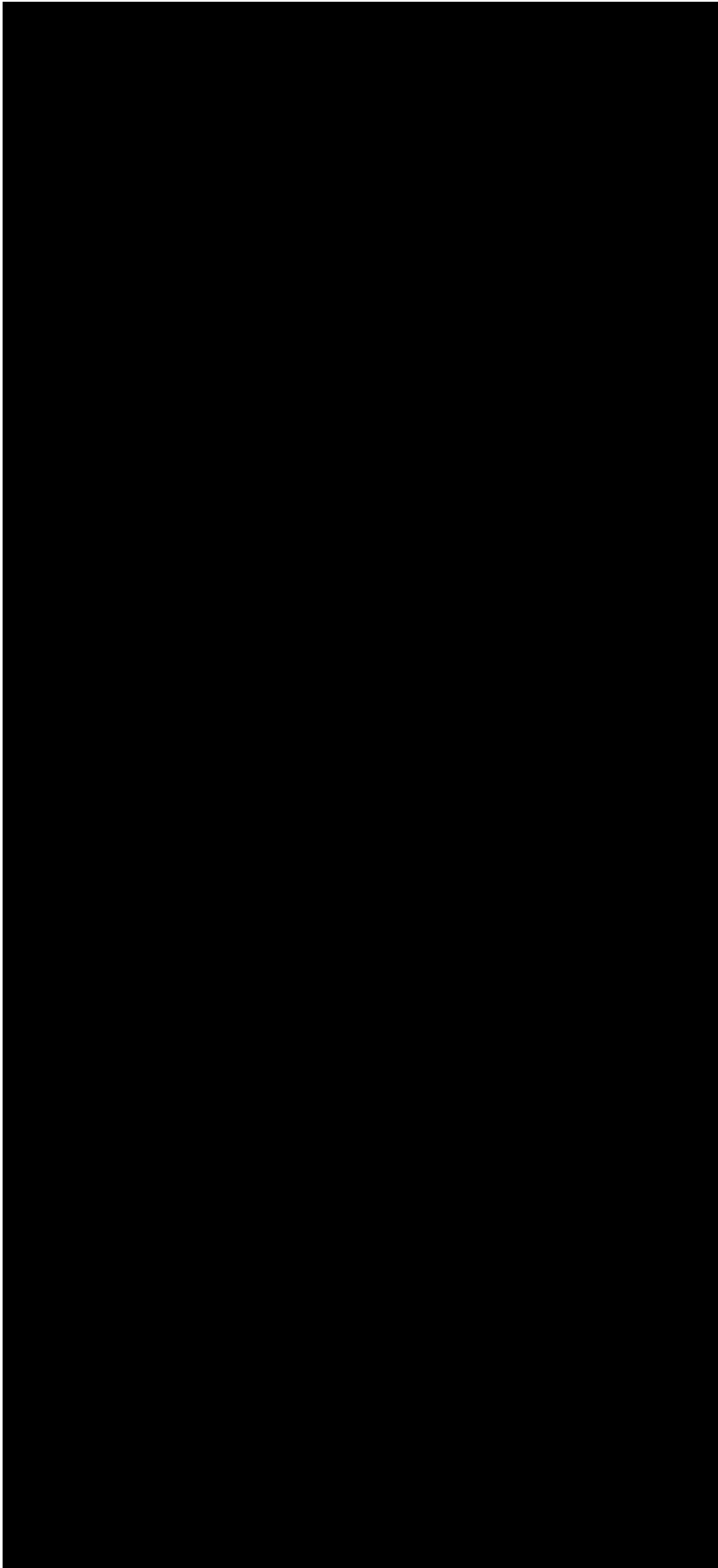
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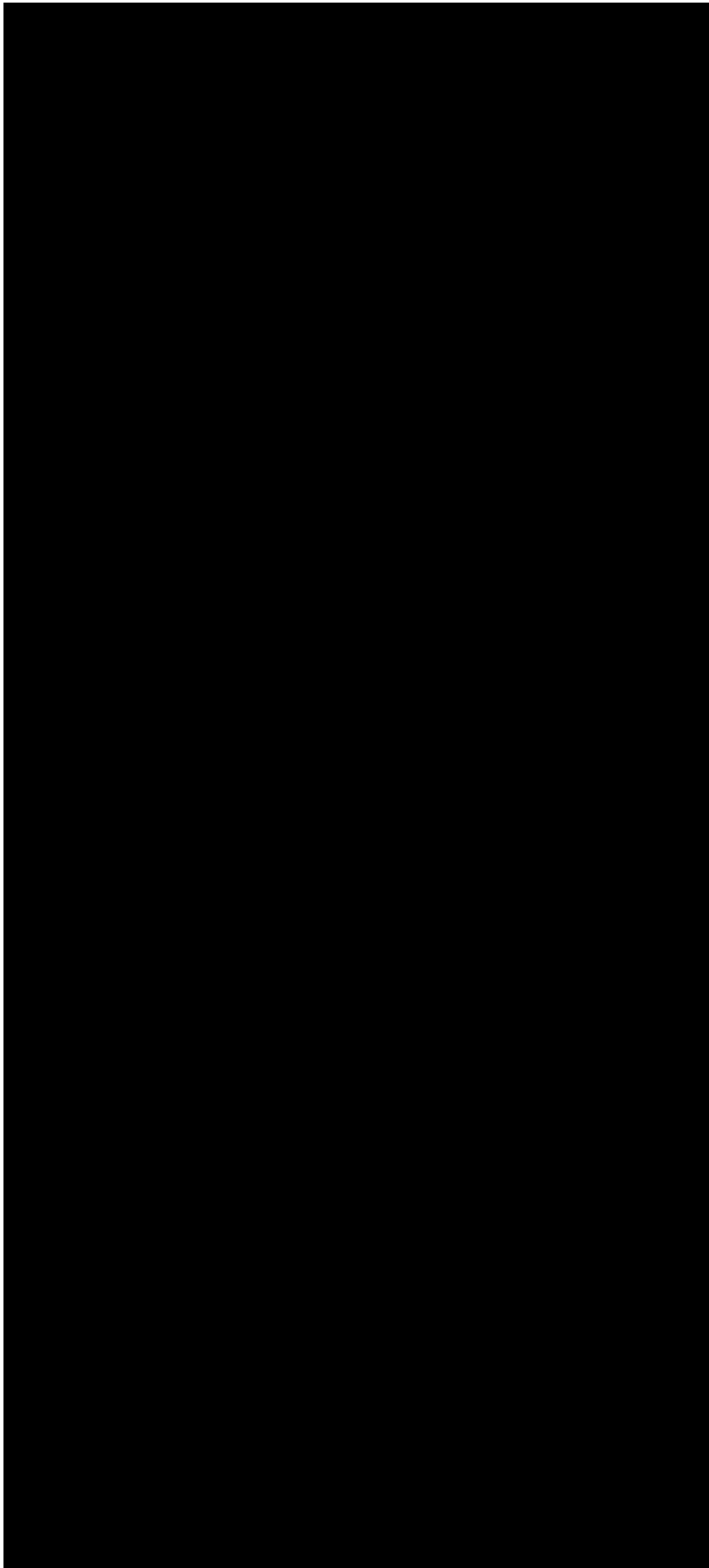




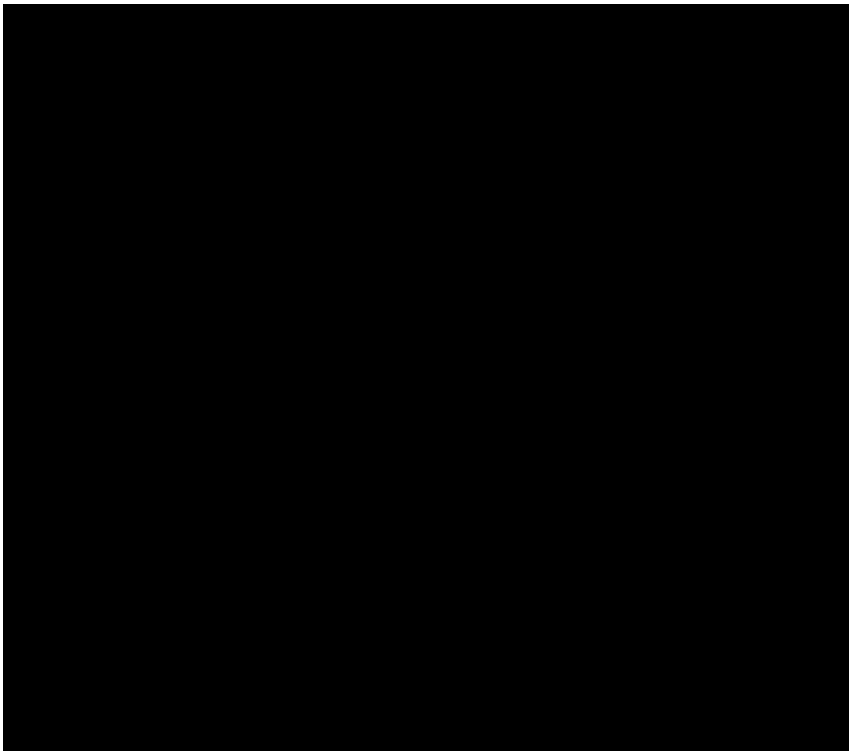
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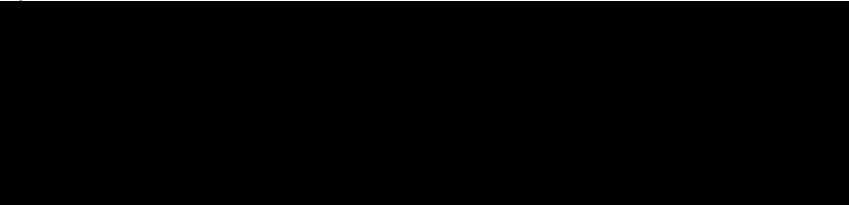




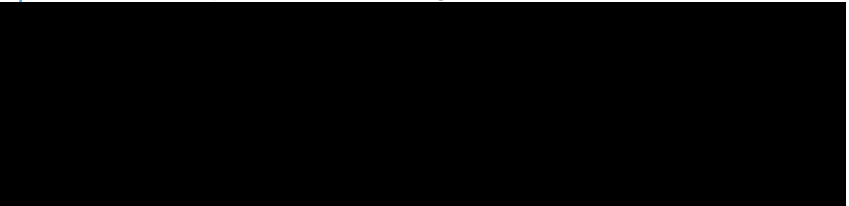




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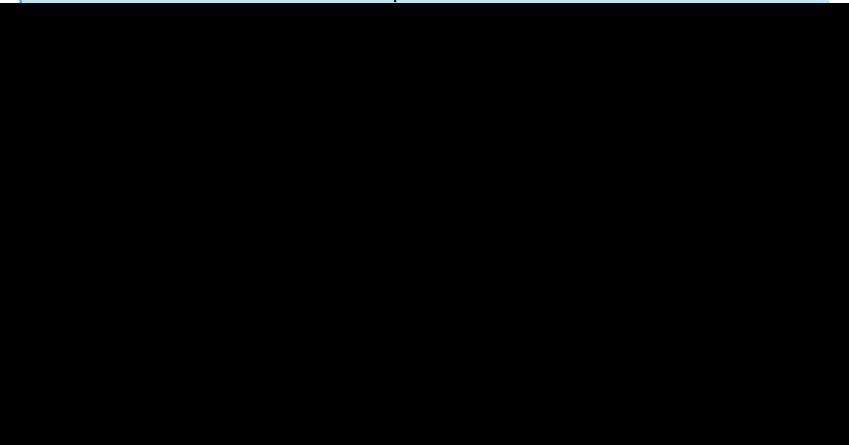
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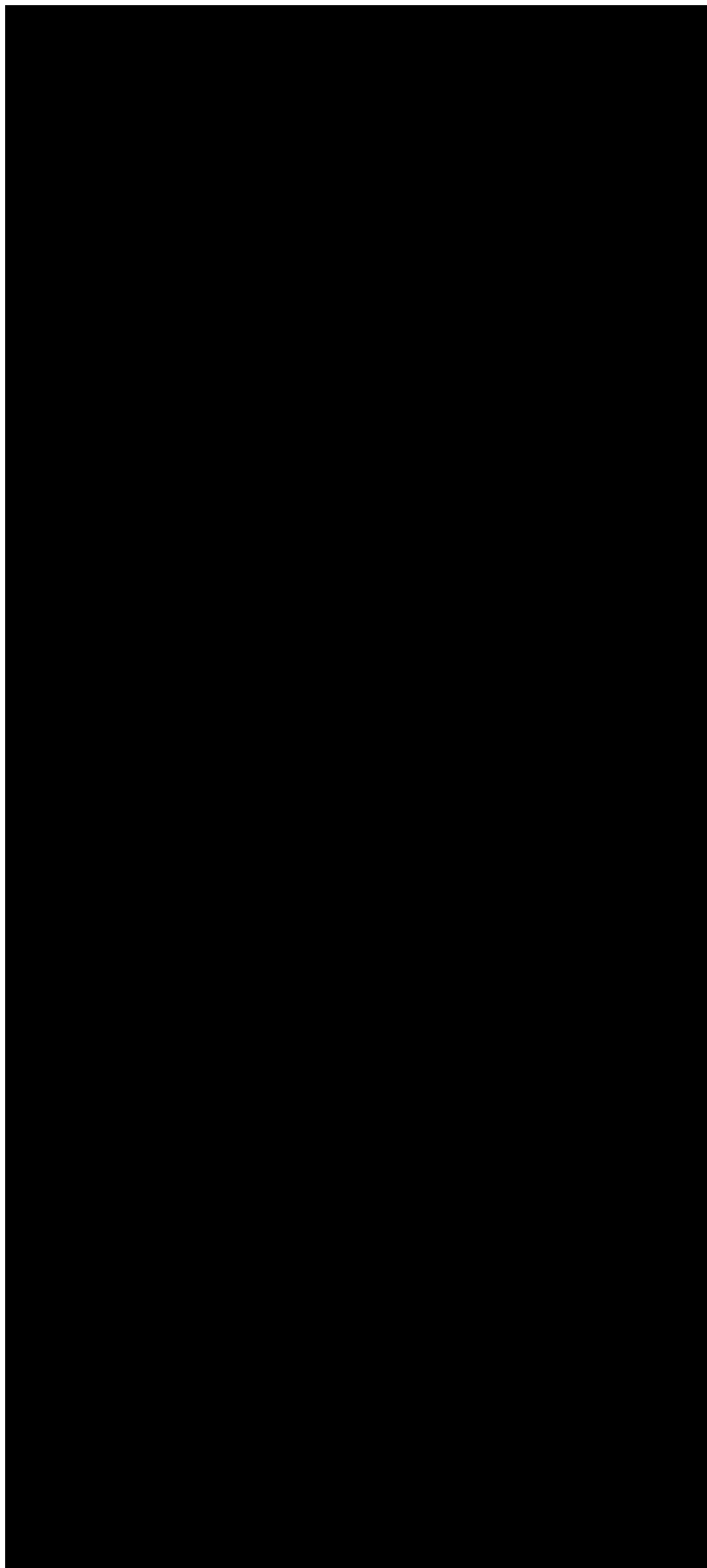


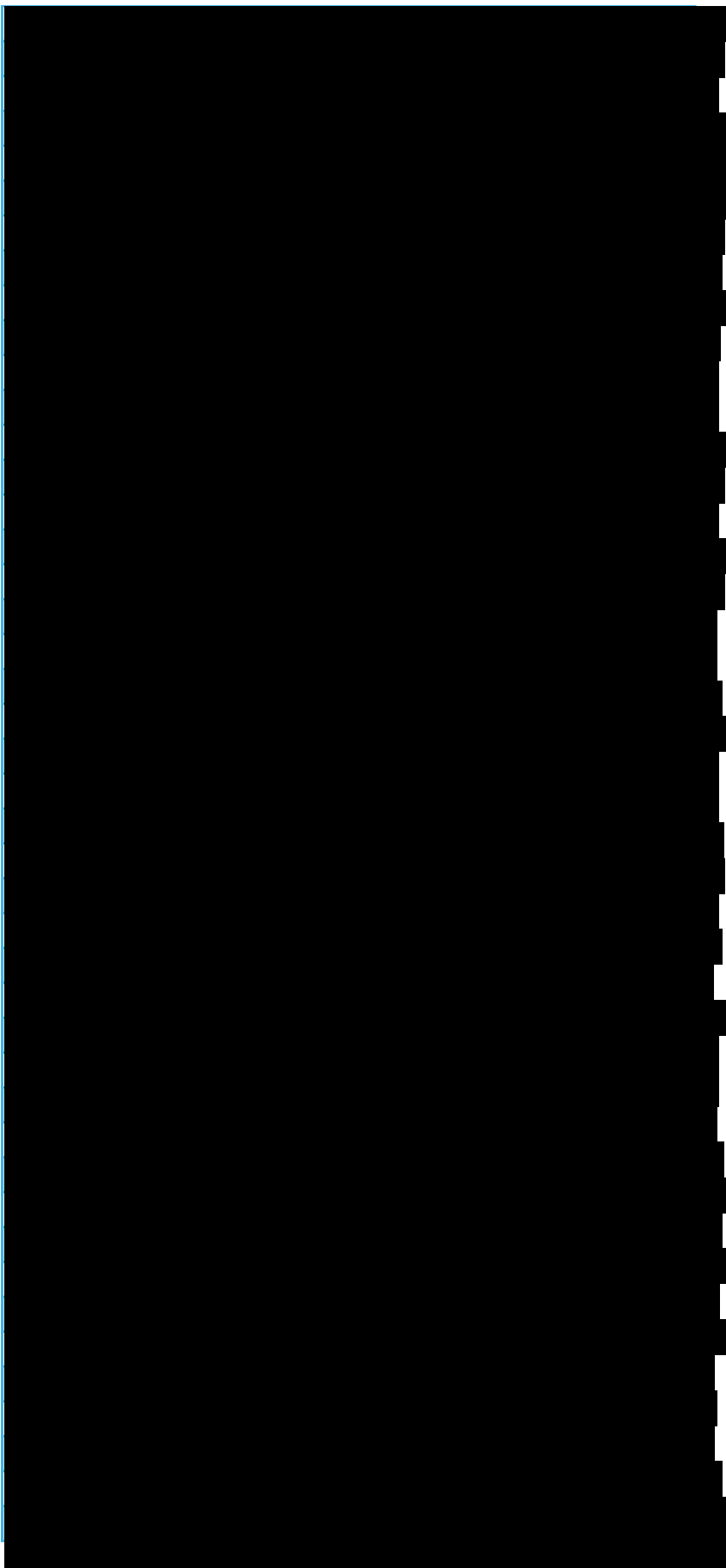
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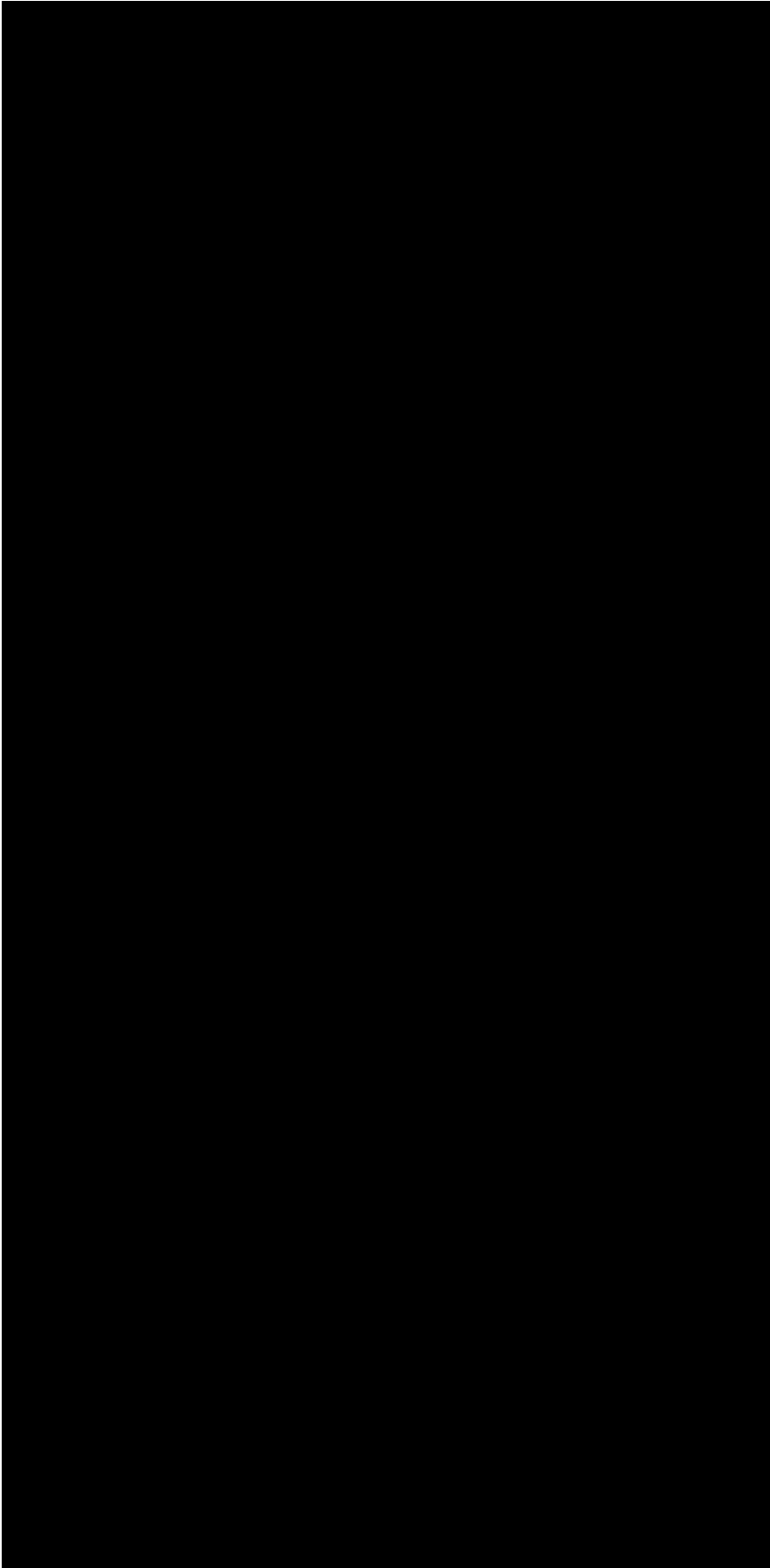


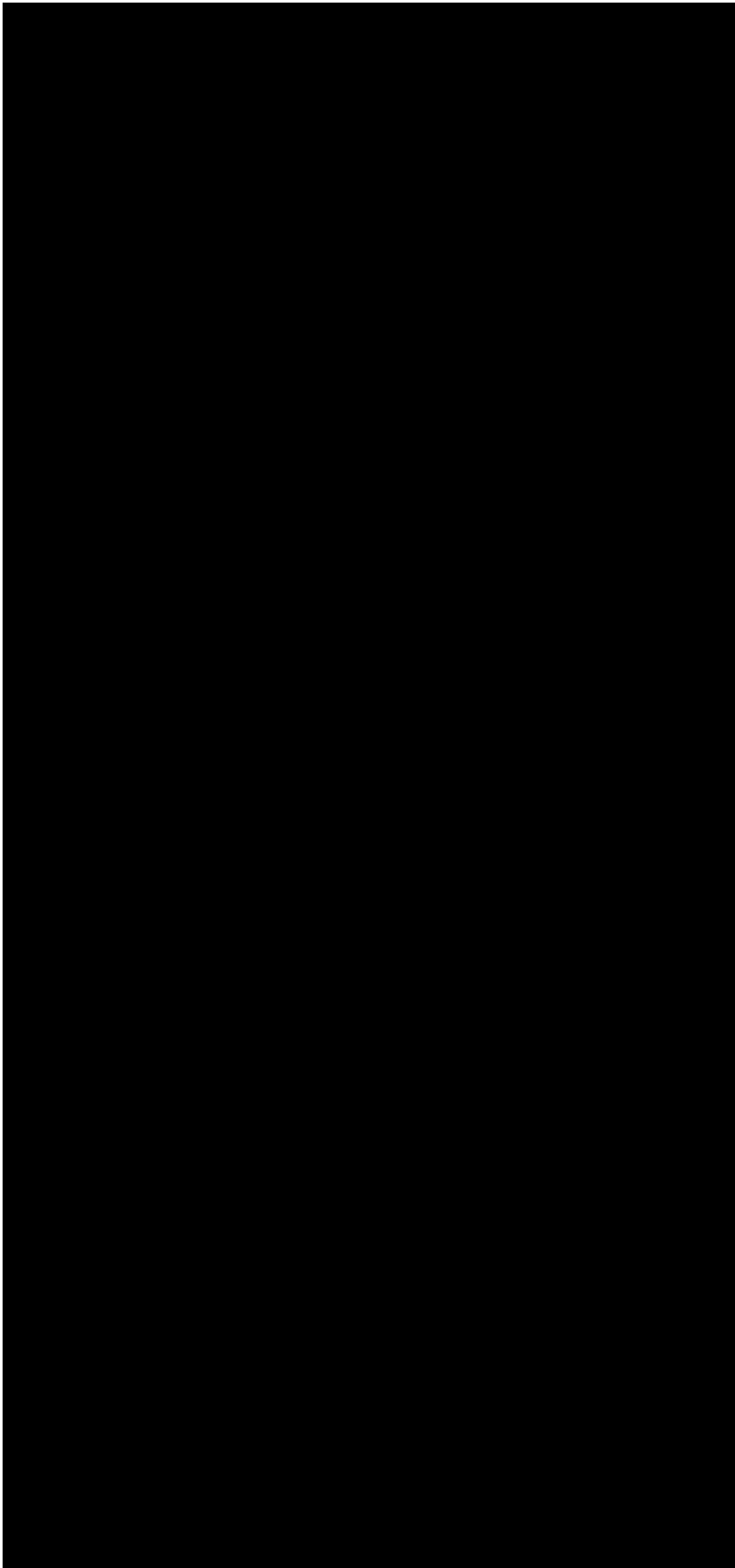
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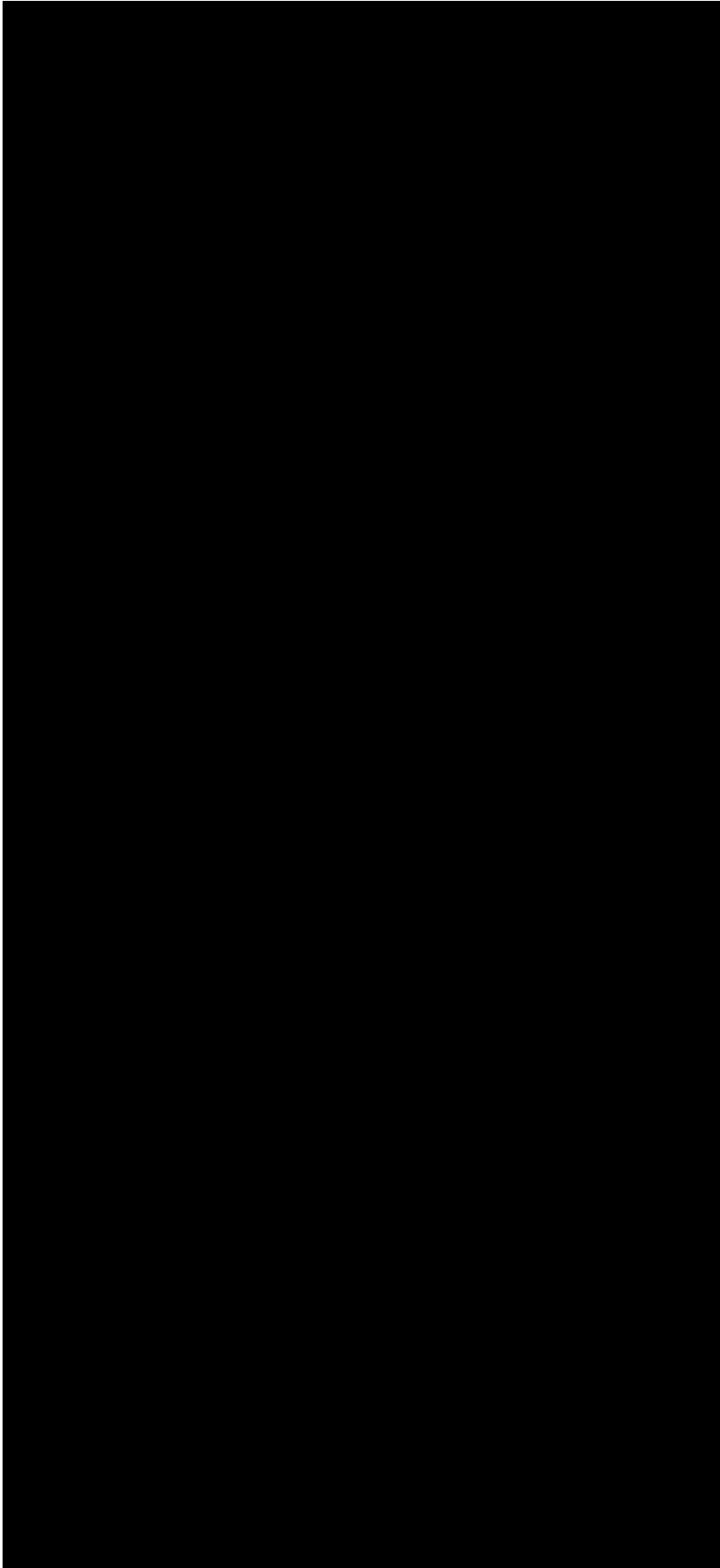














**Exhibit B**

<b>Project Name</b>	<b>Project Number</b>
[Redacted Content]	



### Certificate Of Completion

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Source Envelope:	
Document Pages: 24	Signatures: 6
Certificate Pages: 5	Initials: 0
AutoNav: Enabled	Envelope Originator:
Envelopeld Stamping: Disabled	Matthew Cass
Time Zone: (UTC-05:00) Eastern Time (US & Canada)	15310 Park ROW
	Houton, TX 77084
	matthew.cass@consoreng.com
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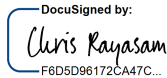
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Status: Original	Holder: Matthew Cass	Location: DocuSign
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### Signer Events

Chris Rayasam  
 Chris.Rayasam@consoreng.com  
 CEO  
 Security Level: Email, Account Authentication (None)

### Signature


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 Signature Adoption: Pre-selected Style  
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 Signed using mobile

### Timestamp

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 Signed: 12/23/2024 3:06:14 PM

**Electronic Record and Signature Disclosure:**  
 Not Offered via DocuSign

Mindy Shimanek  
 mshimanek@consoreng.com  
 Executive Director/Chief People Officer  
 Consor Engineers, LLC  
 Security Level: Email, Account Authentication (None)

DocuSigned by:  
  
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**Electronic Record and Signature Disclosure:**  
 Not Offered via DocuSign

Sandeep Patil  
 spatil@consoreng.com  
 Chief Engineering officer  
 CONSOR Engineers, LLC.  
 Security Level: Email, Account Authentication (None)

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zina schwartz  
 zschwartz@consoreng.com  
 Executive Vice President  
 Consor Engineers, LLC  
 Security Level: Email, Account Authentication (None)

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### In Person Signer Events

### Signature

### Timestamp

Editor Delivery Events	Status	Timestamp
Agent Delivery Events	Status	Timestamp
Intermediary Delivery Events	Status	Timestamp
Certified Delivery Events	Status	Timestamp
<b>Carbon Copy Events</b>	<b>Status</b>	<b>Timestamp</b>
John Zipf jzipf@newmountaincapital.com Security Level: Email, Account Authentication (None) <b>Electronic Record and Signature Disclosure:</b> Not Offered via DocuSign	<div style="border: 2px solid blue; padding: 5px; display: inline-block; color: blue; font-weight: bold; font-size: 1.2em;">COPIED</div>	Sent: 12/23/2024 1:44:20 PM
Matthew Cass matthew.cass@consoreng.com Secretary-Executive Director Consor Engineers LLC Security Level: Email, Account Authentication (None) <b>Electronic Record and Signature Disclosure:</b> Not Offered via DocuSign	<div style="border: 2px solid blue; padding: 5px; display: inline-block; color: blue; font-weight: bold; font-size: 1.2em;">COPIED</div>	Sent: 12/23/2024 1:44:18 PM Resent: 12/23/2024 3:06:19 PM
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<b>Notary Events</b>	<b>Signature</b>	<b>Timestamp</b>
<b>Envelope Summary Events</b>	<b>Status</b>	<b>Timestamps</b>
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Certified Delivered	Security Checked	12/23/2024 2:19:03 PM
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Completed	Security Checked	12/23/2024 3:06:14 PM
<b>Payment Events</b>	<b>Status</b>	<b>Timestamps</b>
<b>Electronic Record and Signature Disclosure</b>		

## **CONSUMER DISCLOSURE**

From time to time, Infrastructure Engineers, Inc. (we, us or Company) may be required by law to provide to you certain written notices or disclosures. Described below are the terms and conditions for providing to you such notices and disclosures electronically through the DocuSign, Inc. (DocuSign) electronic signing system. Please read the information below carefully and thoroughly, and if you can access this information electronically to your satisfaction and agree to these terms and conditions, please confirm your agreement by clicking the 'I agree' button at the bottom of this document.

### **Getting paper copies**

At any time, you may request from us a paper copy of any record provided or made available electronically to you by us. You will have the ability to download and print documents we send to you through the DocuSign system during and immediately after signing session and, if you elect to create a DocuSign signer account, you may access them for a limited period of time (usually 30 days) after such documents are first sent to you. After such time, if you wish for us to send you paper copies of any such documents from our office to you, you will be charged a \$0.00 per-page fee. You may request delivery of such paper copies from us by following the procedure described below.

### **Withdrawing your consent**

If you decide to receive notices and disclosures from us electronically, you may at any time change your mind and tell us that thereafter you want to receive required notices and disclosures only in paper format. How you must inform us of your decision to receive future notices and disclosure in paper format and withdraw your consent to receive notices and disclosures electronically is described below.

### **Consequences of changing your mind**

If you elect to receive required notices and disclosures only in paper format, it will slow the speed at which we can complete certain steps in transactions with you and delivering services to you because we will need first to send the required notices or disclosures to you in paper format, and then wait until we receive back from you your acknowledgment of your receipt of such paper notices or disclosures. To indicate to us that you are changing your mind, you must withdraw your consent using the DocuSign 'Withdraw Consent' form on the signing page of a DocuSign envelope instead of signing it. This will indicate to us that you have withdrawn your consent to receive required notices and disclosures electronically from us and you will no longer be able to use the DocuSign system to receive required notices and consents electronically from us or to sign electronically documents from us.

### **All notices and disclosures will be sent to you electronically**

Unless you tell us otherwise in accordance with the procedures described herein, we will provide electronically to you through the DocuSign system all required notices, disclosures, authorizations, acknowledgements, and other documents that are required to be provided or made available to you during the course of our relationship with you. To reduce the chance of you inadvertently not receiving any notice or disclosure, we prefer to provide all of the required notices and disclosures to you by the same method and to the same address that you have given us. Thus, you can receive all the disclosures and notices electronically or in paper format through the paper mail delivery system. If you do not agree with this process, please let us know as described below. Please also see the paragraph immediately above that describes the consequences of your electing not to receive delivery of the notices and disclosures electronically from us.

**How to contact Infrastrucure Engineers, Inc.:**

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Browsers:	Final release versions of Internet Explorer® 6.0 or above (Windows only); Mozilla Firefox 2.0 or above (Windows and Mac); Safari™ 3.0 or above (Mac only)
PDF Reader:	Acrobat® or similar software may be required to view and print PDF files
Screen Resolution:	800 x 600 minimum

Enabled Security Settings:	Allow per session cookies
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