

ASSIGNMENT AND THIRD AMENDATORY AGREEMENT

THIS ASSIGNMENT AND THIRD 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 Contractors.

RECITALS:

WHEREAS, the City and Consor Engineers, LLC previously entered into an On-Call Services Agreement dated June 10, 2020 an Amendatory Agreement dated June 10, 2021 and a Second Amendatory Agreement dated May 10, 2023 (the "Agreement"), to provide Smart City services; and

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

WHEREAS, the City and the Contractors 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 Contractor 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 Contractor under the Agreement from Consor Engineers, LLC to Consor North America, Inc. As such, the term "Contractor" shall henceforth, refer to Consor North America, Inc.

6. A new section 38 entitled "**COMPLIANCE WITH DENVER WAGE LAWS**", is hereby being added to the Agreement to read as follows:

"38. COMPLIANCE WITH DENVER WAGE LAWS: To the extent applicable to the Contractor's provision of Services hereunder, the Contractor 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 Contractor expressly acknowledges that the Contractor is aware of the requirements of the City's Minimum Wage and Civil Wage Theft Ordinances and that any failure by the Contractor, 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."

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

8. This Assignment and Third 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.

Contract Control Number:
Contractor Name:

GENRL-202578066-03-[GENRL-201952379-03]
CONSOR NORTH AMERICA, INC.

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:

Attorney for the City and County of Denver

By: _____

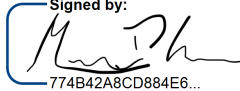
REGISTERED AND COUNTERSIGNED:

By: _____

By: _____

Contract Control Number:
Contractor Name:

GENRL-202578066-03-[GENRL-201952379-03]
CONSOR NORTH AMERICA, INC.

By:  Signed by:
774B42A8CD884E6...

Name: Matthew Cass
(please print)
Title: Secretary-Executive Director
(please print)

ATTEST: [if required]

By: _____

Name: _____
(please print)

Title: _____
(please print)

Contract Control Number:
Contractor Name:

GENRL-202578066-03-[GENRL-201952379-03]
CONSOR ENGINEERS, LLC

By:  Signed by:
774B42A8CD884E6...

Name: Matthew Cass
(please print)
Title: Secretary-Executive Director
(please print)

ATTEST: [if required]

By: _____

Name: _____
(please print)

Title: _____
(please print)

EXHIBIT F

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

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.

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

Joseph Walker

Nathaniel Gery

DocuSigned by:

F6D5D96172CA47C

Chris Rayasam

Hisham Mahmoud

Thomas Vetrano

Charles Hocking

Thomas Logan


SOLE MEMBER OF CONSOR ENGINEERS, LLC:

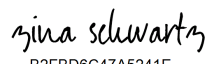
CONSOR INTERMEDIATE, LLC

DocuSigned by:

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.

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.

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

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

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.:

Sandeep Patil

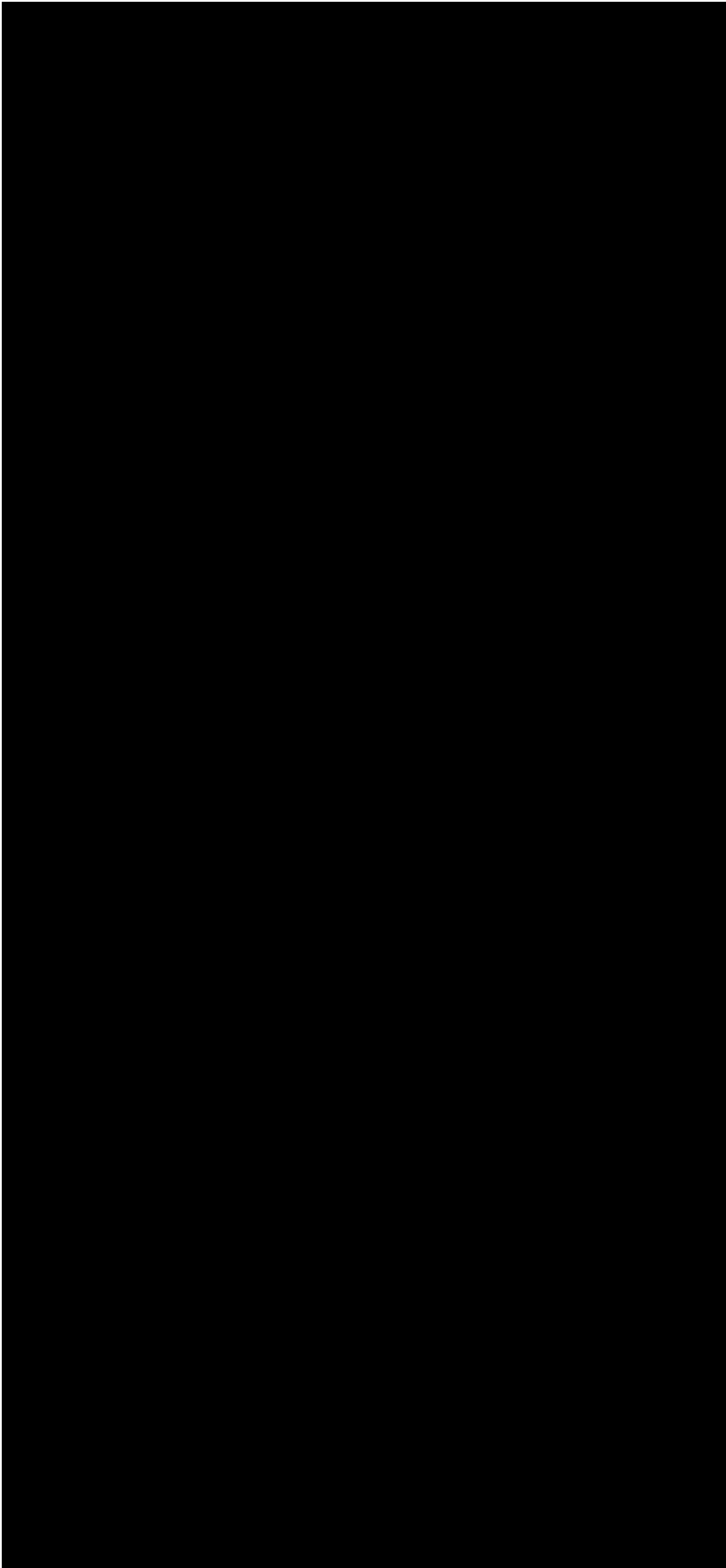
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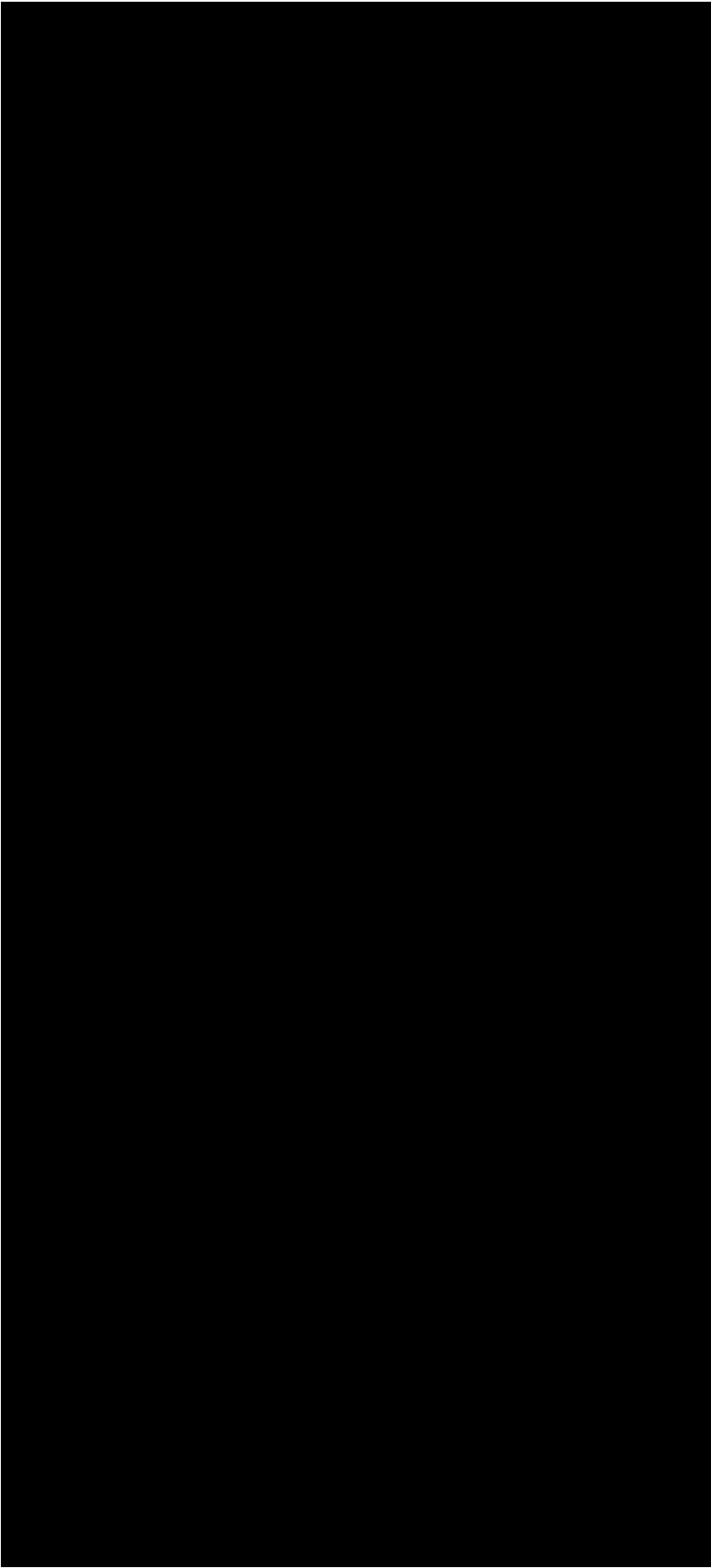
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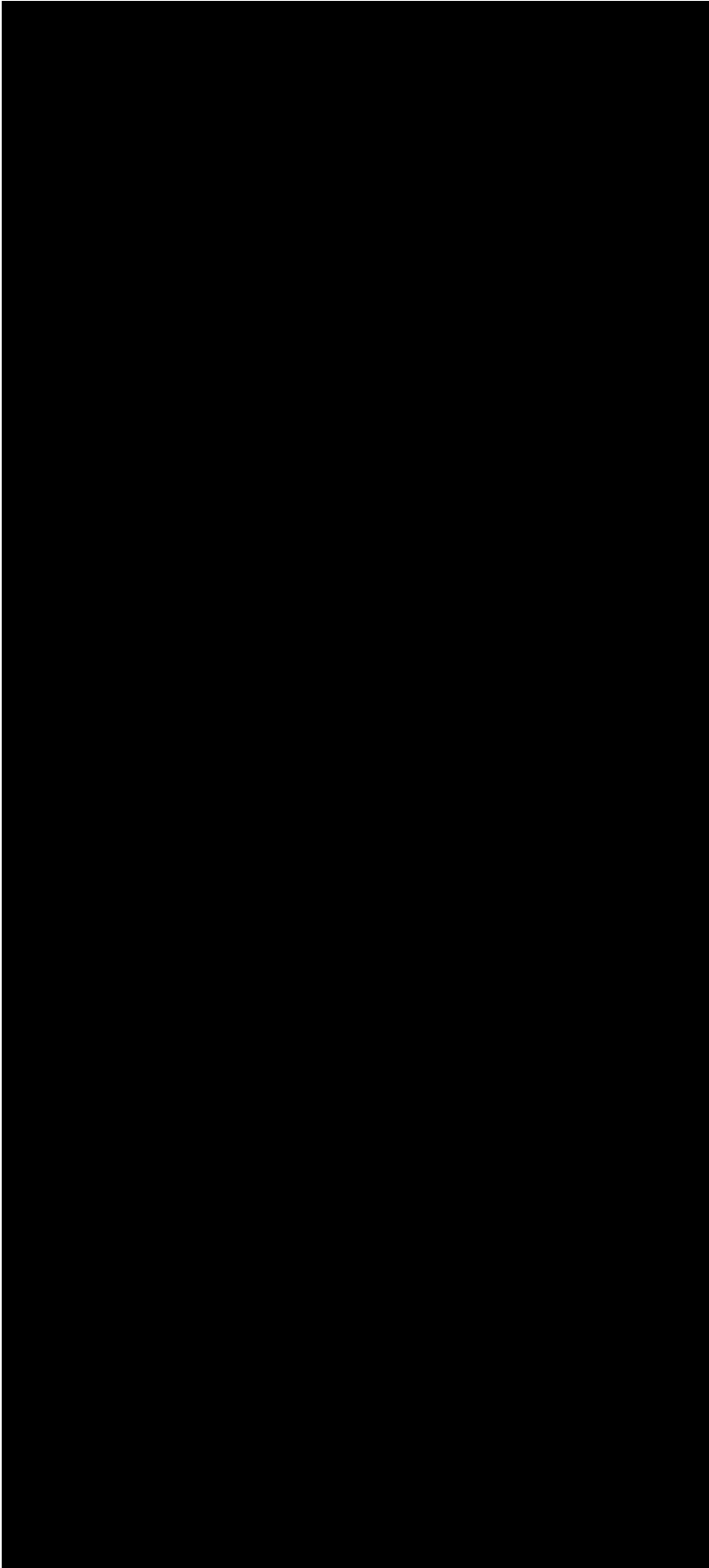
Chris Rayasam

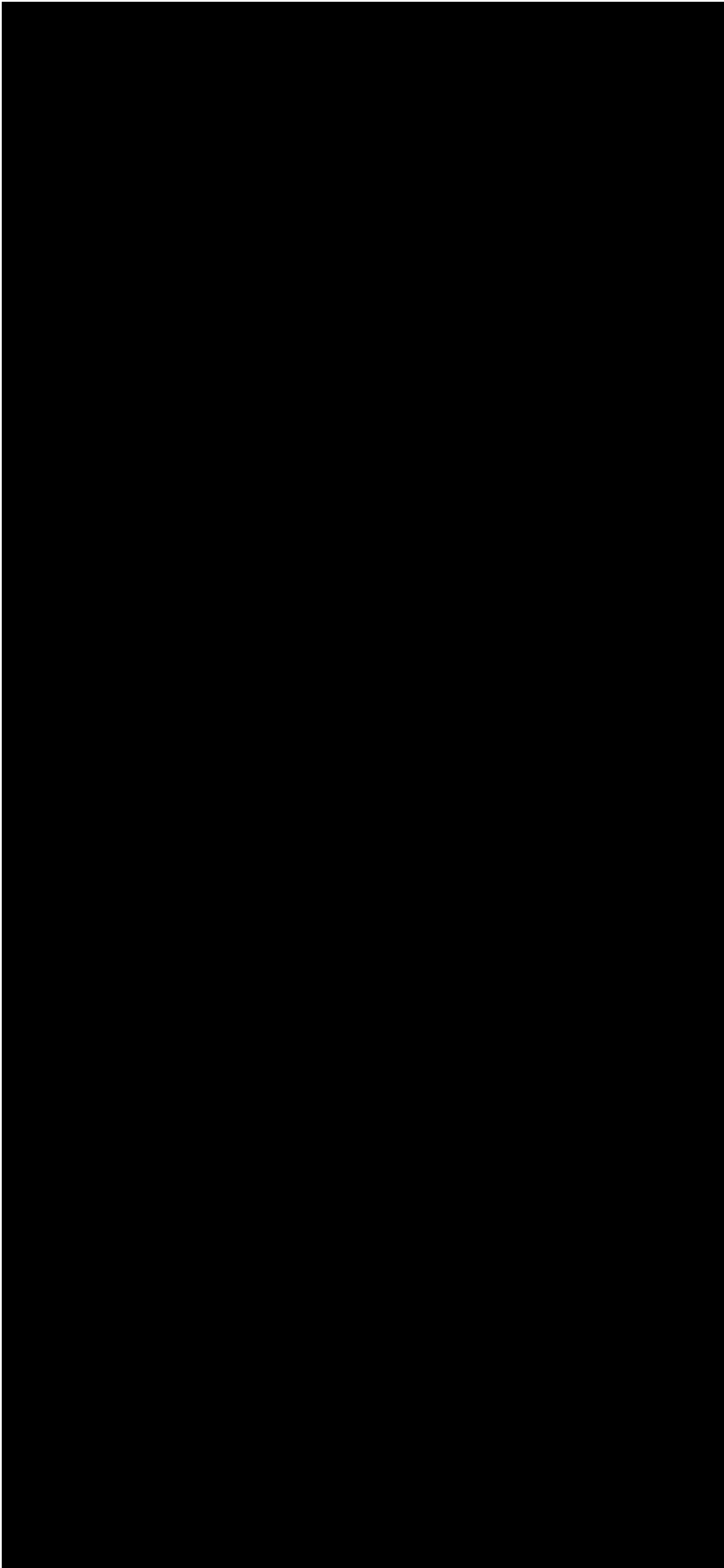
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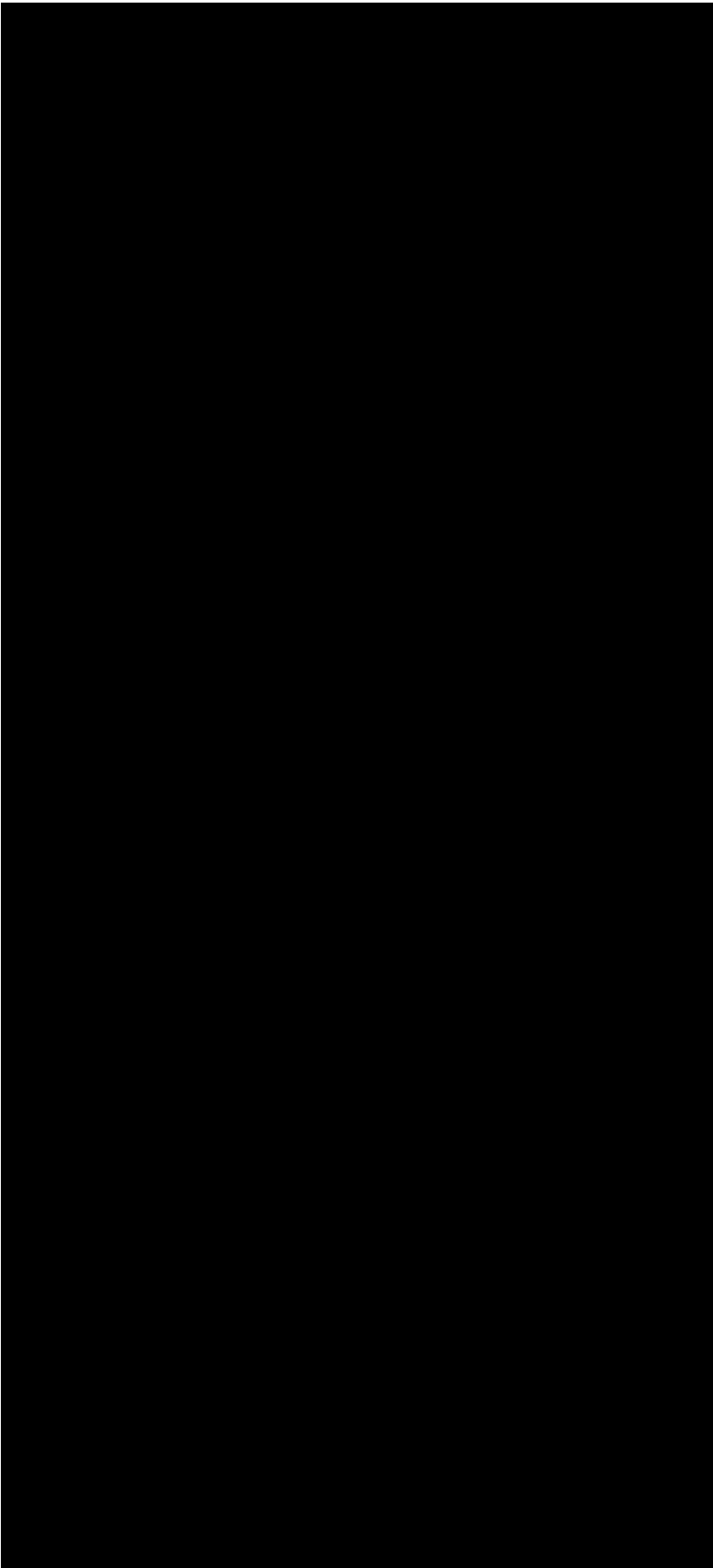
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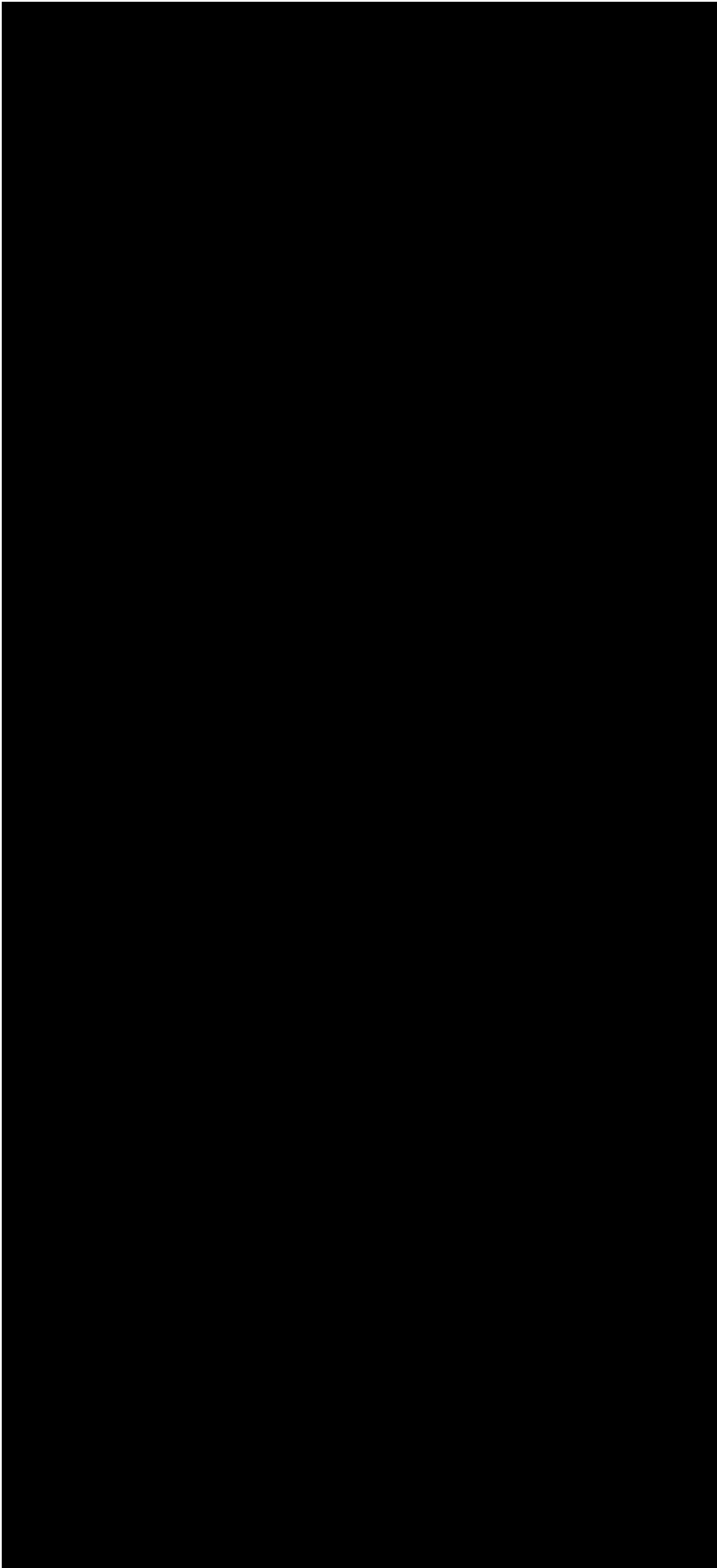


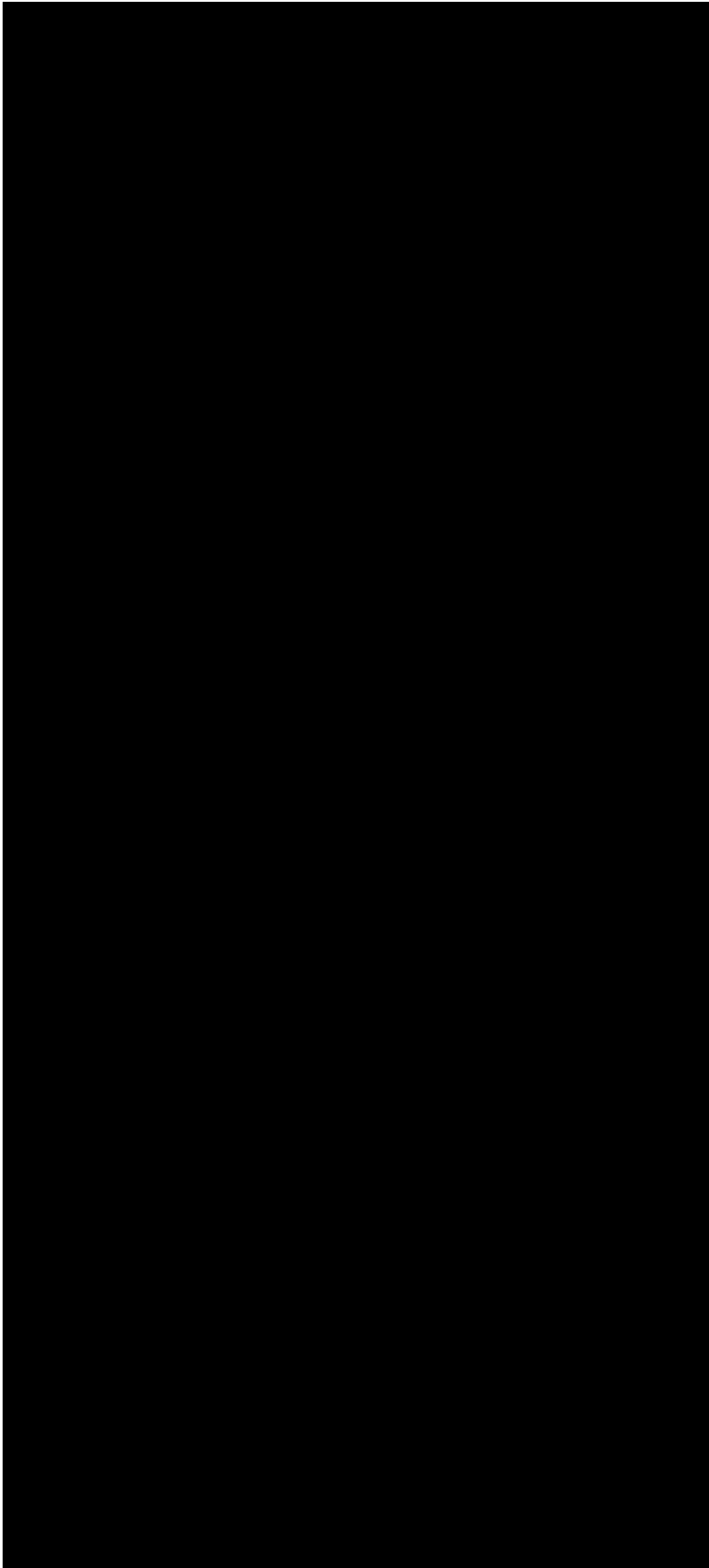


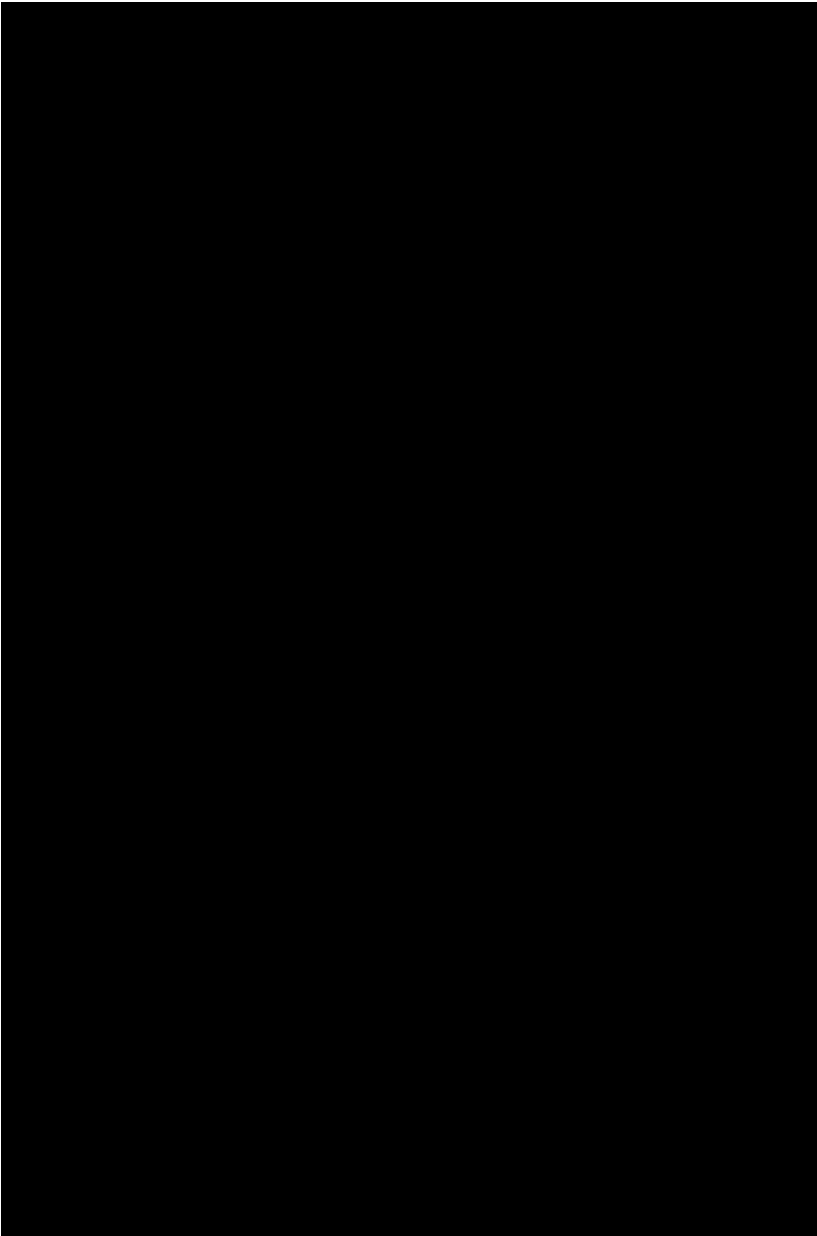






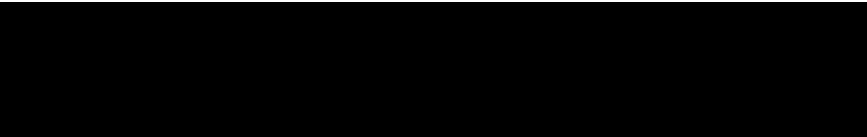




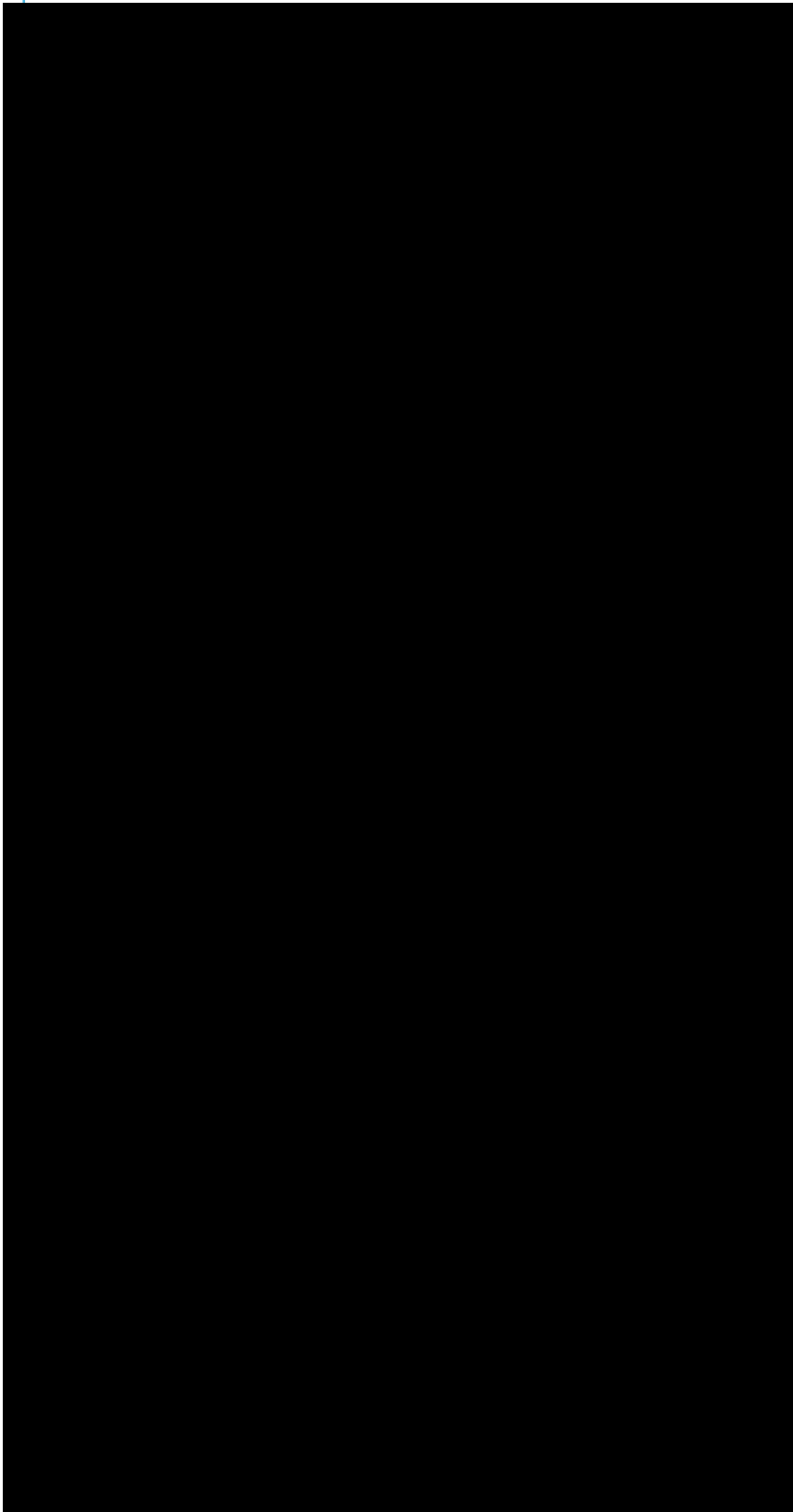


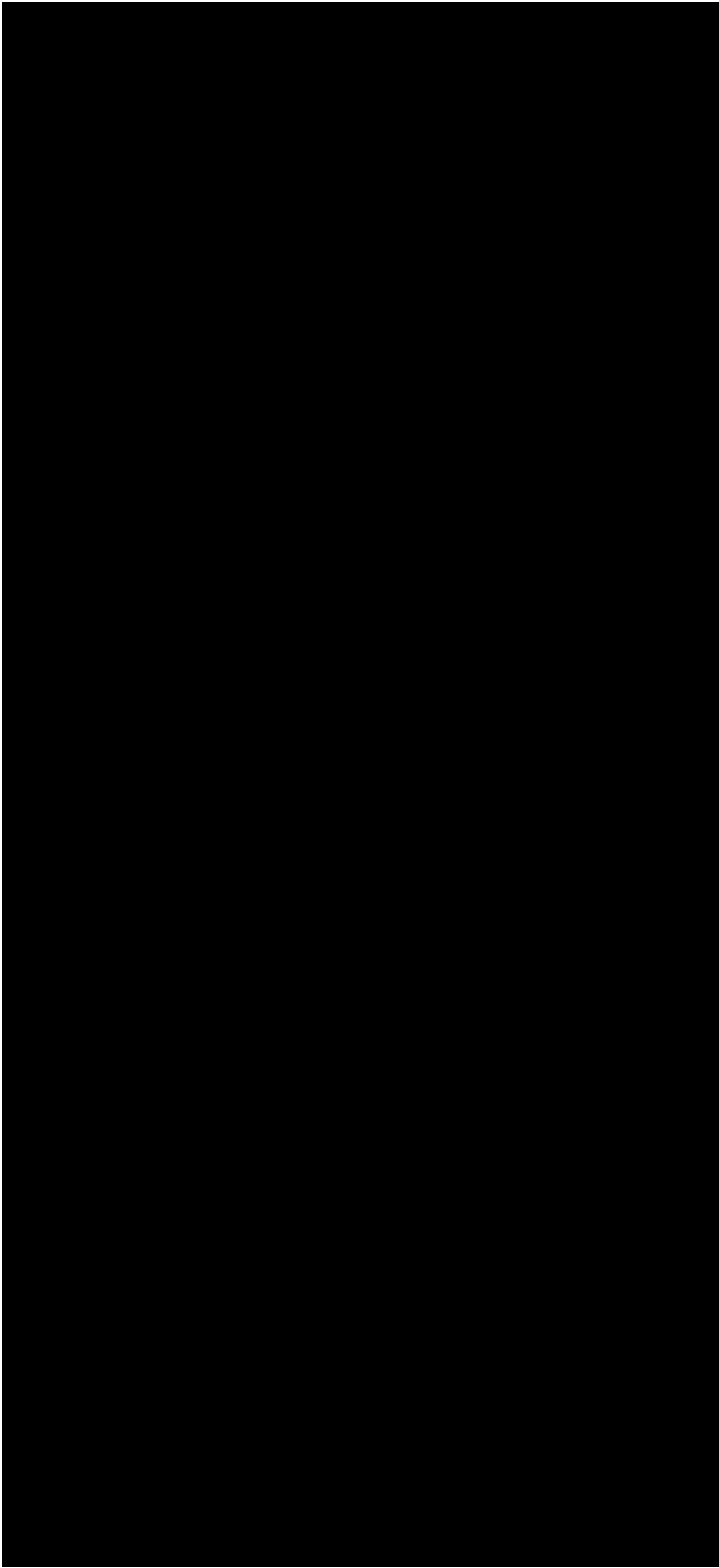
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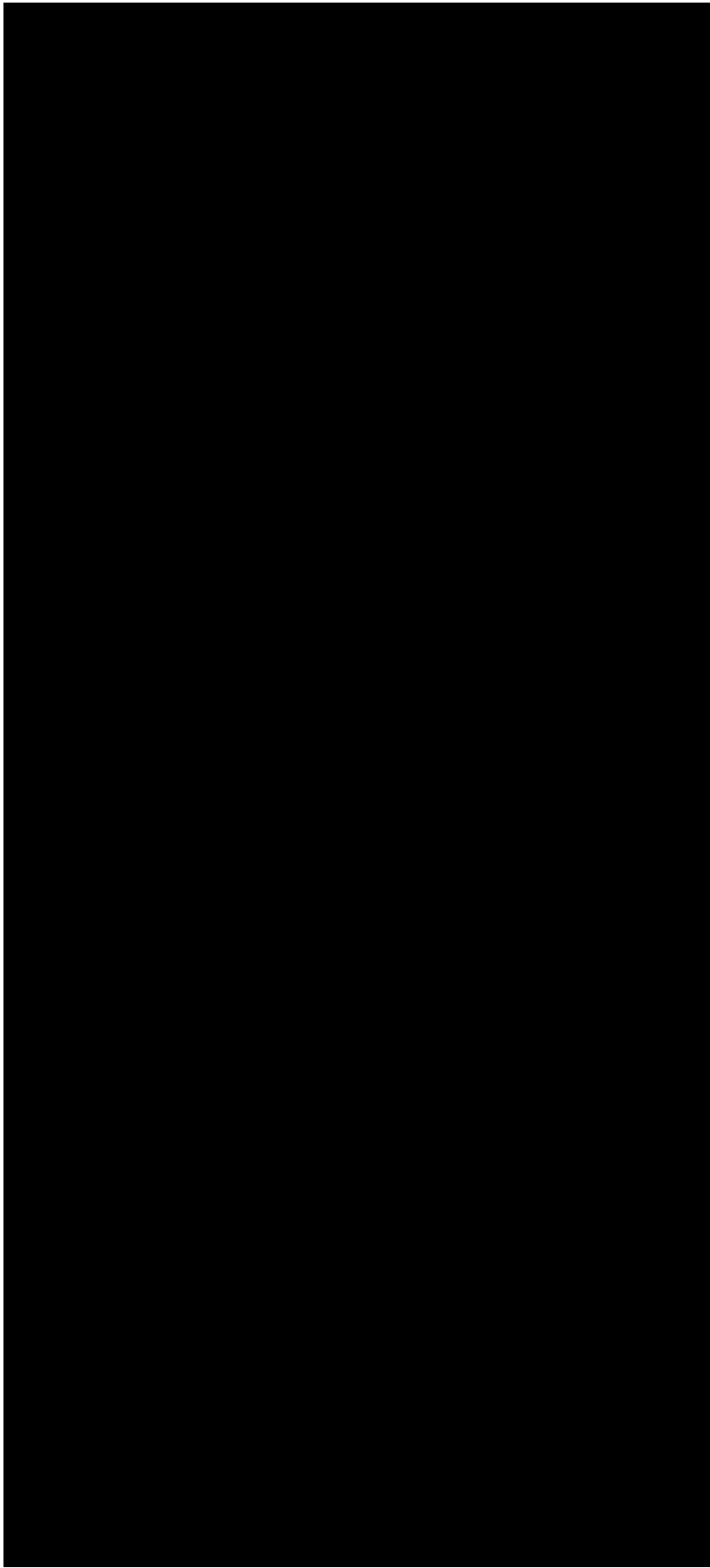


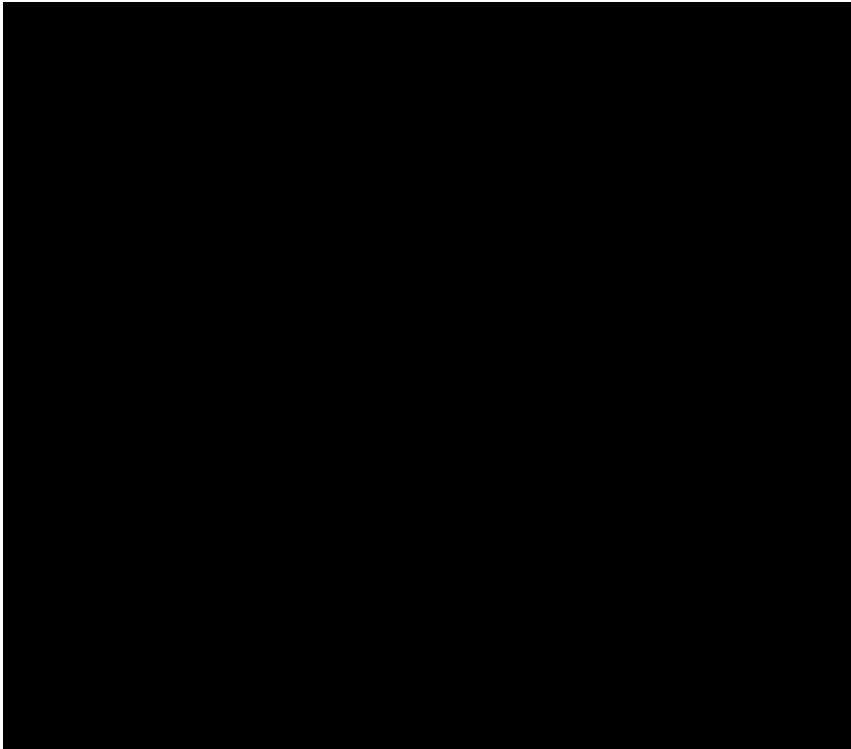


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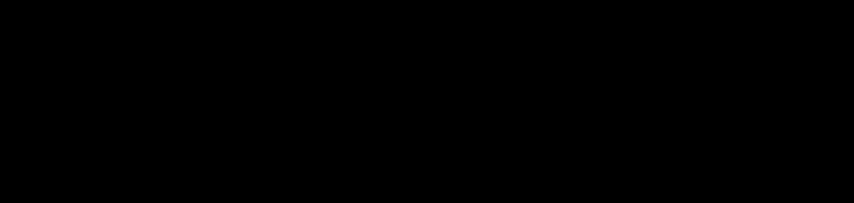




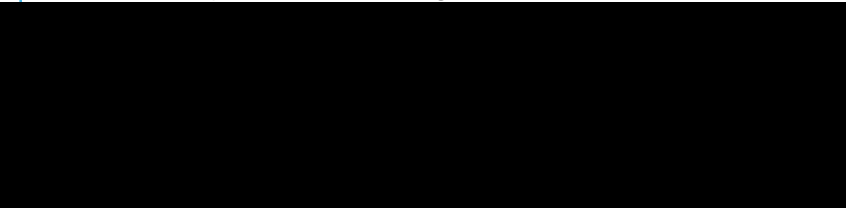




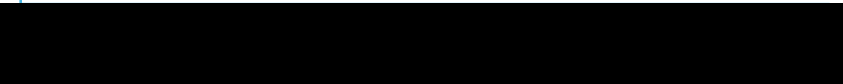
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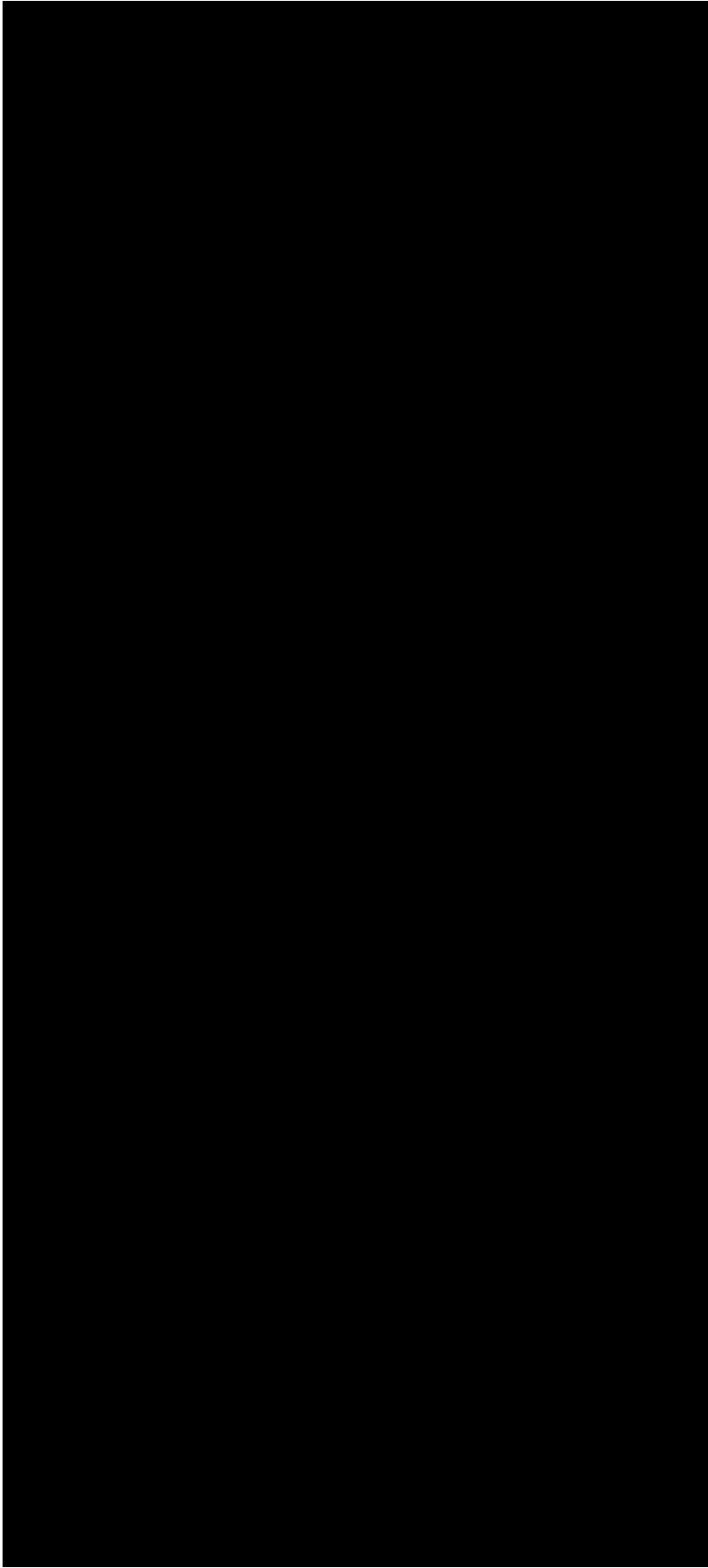


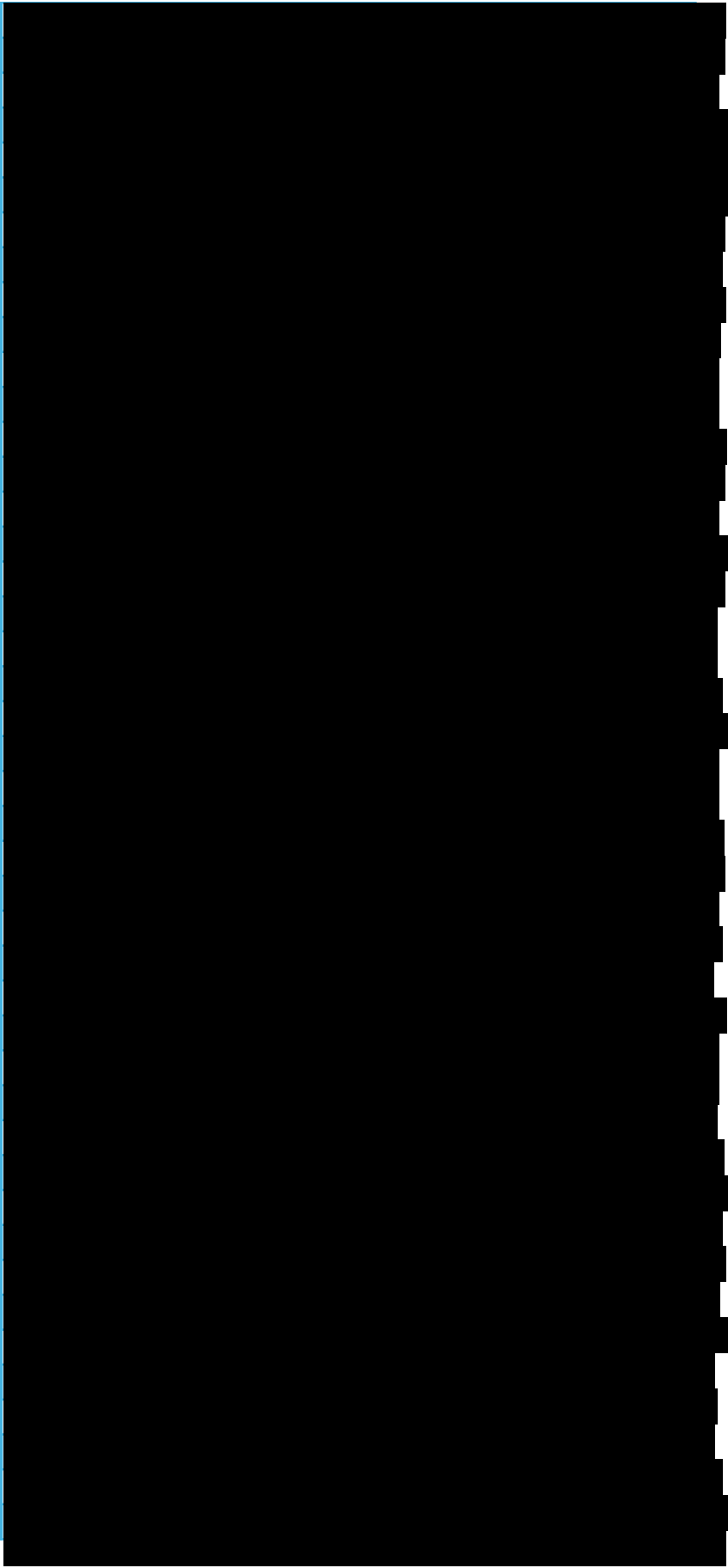
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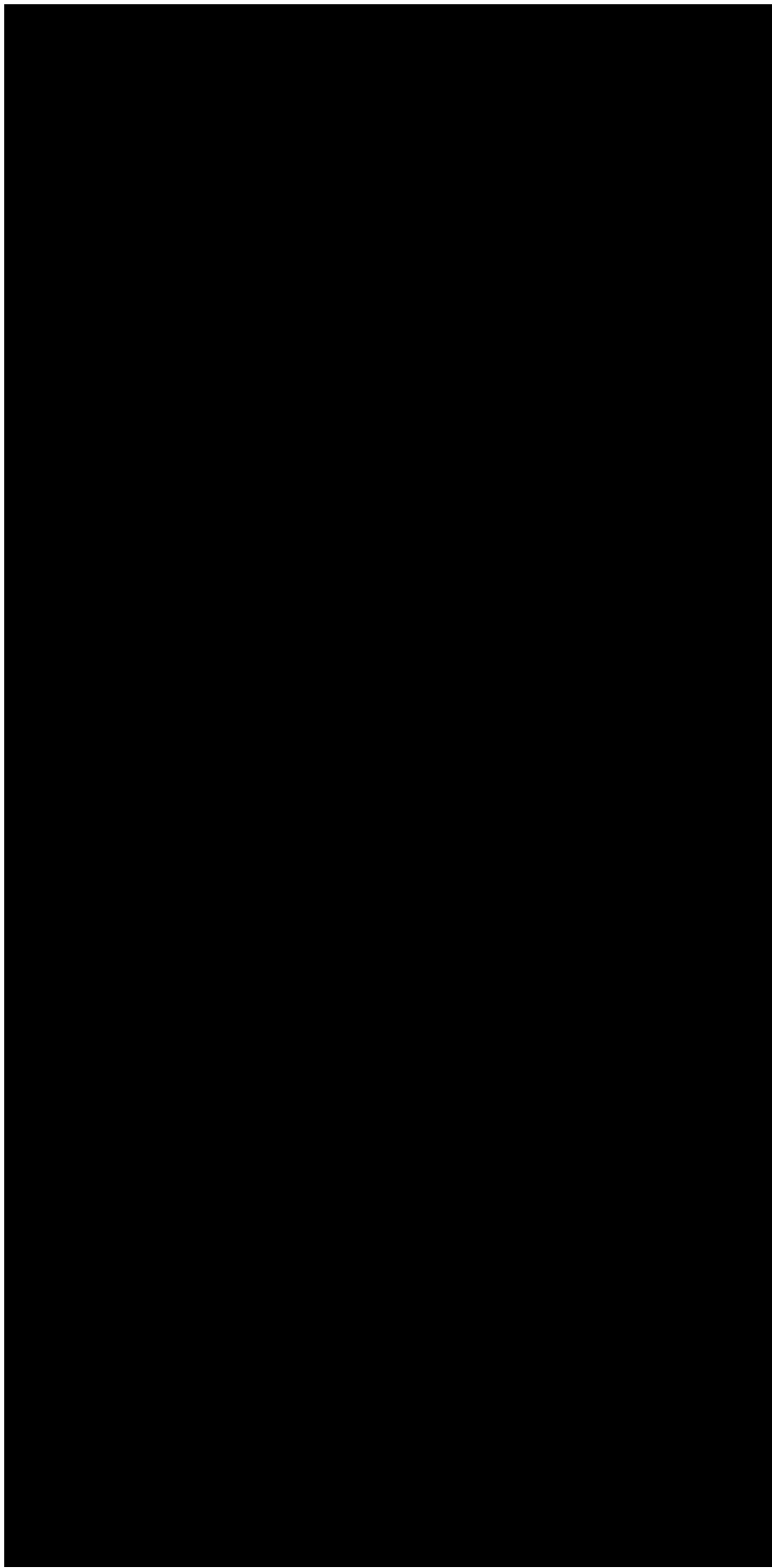


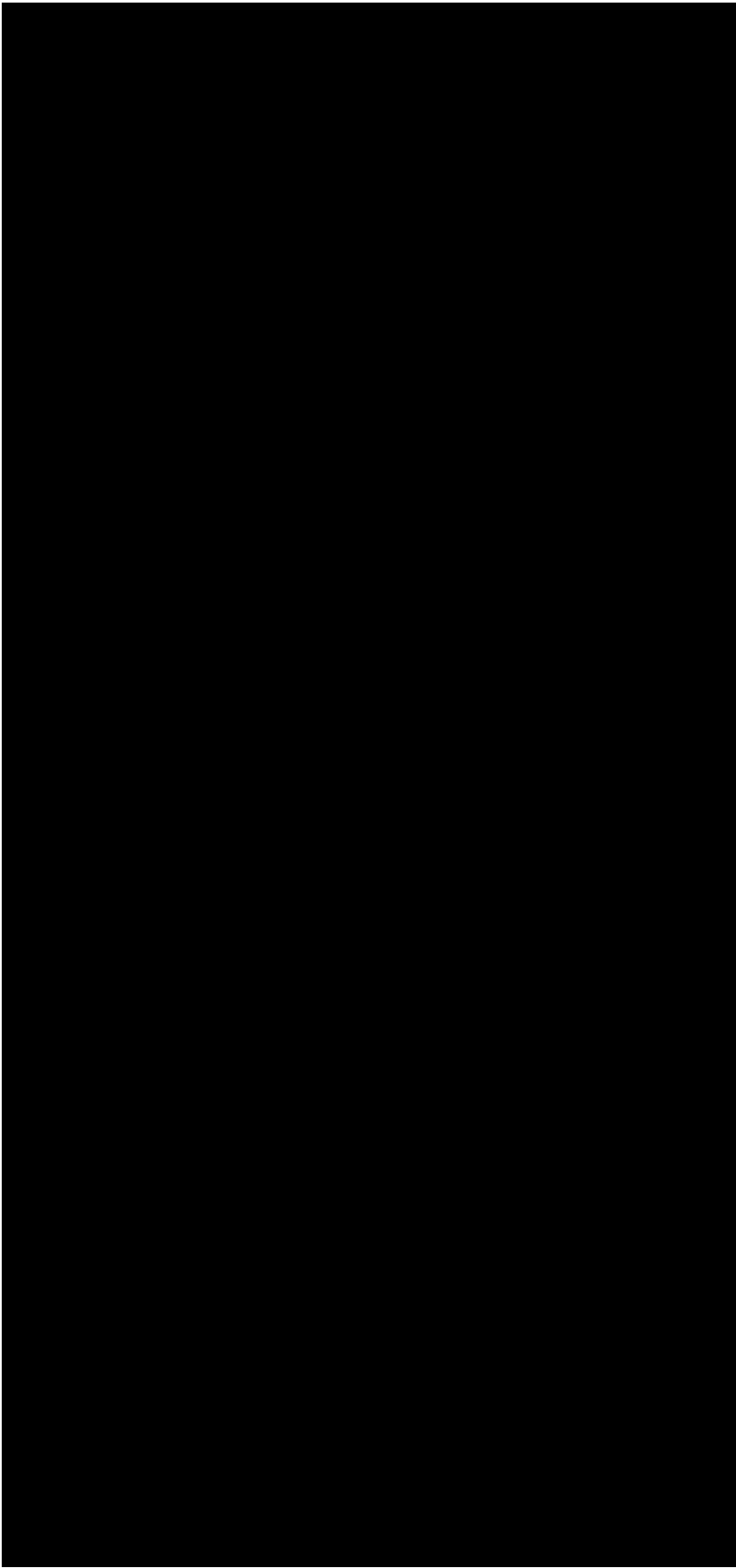
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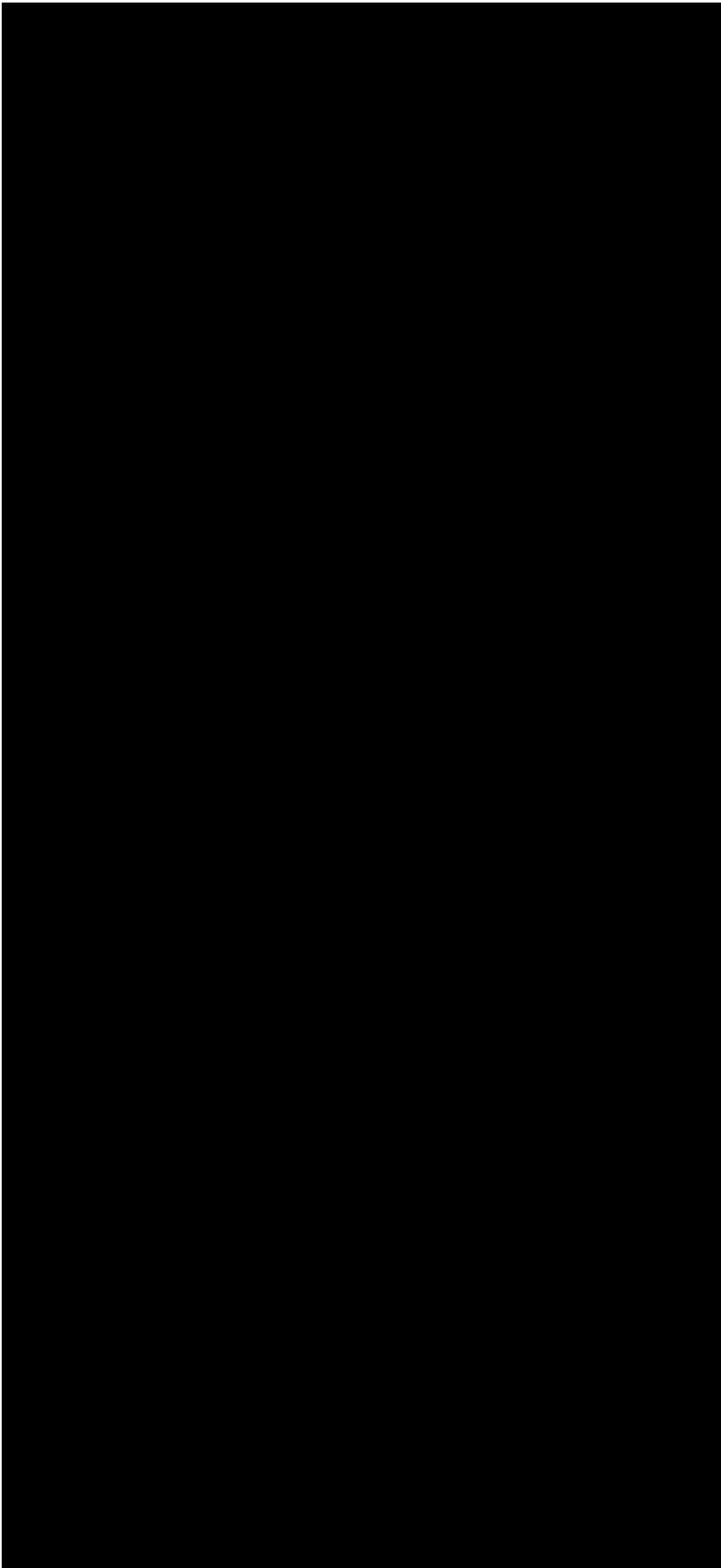












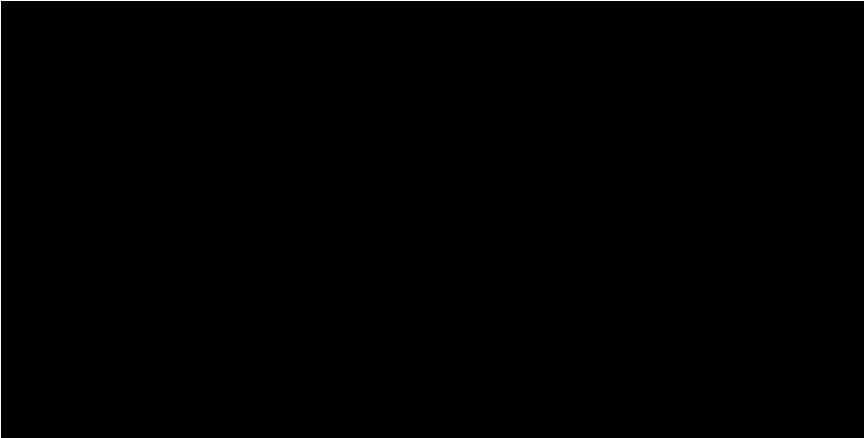


Exhibit B

Project Name	Project Number
[Redacted Content]	



Certificate Of Completion

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Source Envelope:		
Document Pages: 24	Signatures: 6	Envelope Originator:
Certificate Pages: 5	Initials: 0	Matthew Cass
AutoNav: Enabled		15310 Park ROW
Envelopeld Stamping: Disabled		Houton, TX 77084
Time Zone: (UTC-05:00) Eastern Time (US & Canada)		matthew.cass@consoreng.com
		IP Address: 20.236.201.102

Record Tracking

Status: Original	Holder: Matthew Cass	Location: DocuSign
12/23/2024 1:41:29 PM	matthew.cass@consoreng.com	

Signer Events

Signer Events	Signature	Timestamp
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CEO		Signed: 12/23/2024 3:06:14 PM
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	Signed using mobile	

Electronic Record and Signature Disclosure:
Not Offered via DocuSign

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Executive Director/Chief People Officer		Signed: 12/23/2024 1:56:56 PM
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Electronic Record and Signature Disclosure:
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Chief Engineering officer		Signed: 12/23/2024 1:47:21 PM
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In Person Signer Events

In Person Signer Events	Signature	Timestamp
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Signing Complete	Security Checked	12/23/2024 2:19:58 PM
Completed	Security Checked	12/23/2024 3:06:14 PM
Payment Events	Status	Timestamps
Electronic Record and Signature Disclosure		

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.:

You may contact us to let us know of your changes as to how we may contact you electronically, to request paper copies of certain information from us, and to withdraw your prior consent to receive notices and disclosures electronically as follows:

To contact us by email send messages to: swright@go-iei.com

To advise Infrastrucure Engineers, Inc. of your new e-mail address

To let us know of a change in your e-mail address where we should send notices and disclosures electronically to you, you must send an email message to us at swright@go-iei.com and in the body of such request you must state: your previous e-mail address, your new e-mail address. We do not require any other information from you to change your email address..

In addition, you must notify DocuSign, Inc. to arrange for your new email address to be reflected in your DocuSign account by following the process for changing e-mail in the DocuSign system.

To request paper copies from Infrastrucure Engineers, Inc.

To request delivery from us of paper copies of the notices and disclosures previously provided by us to you electronically, you must send us an e-mail to swright@go-iei.com and in the body of such request you must state your e-mail address, full name, US Postal address, and telephone number. We will bill you for any fees at that time, if any.

To withdraw your consent with Infrastrucure Engineers, Inc.

To inform us that you no longer want to receive future notices and disclosures in electronic format you may:

- i. decline to sign a document from within your DocuSign session, and on the subsequent page, select the check-box indicating you wish to withdraw your consent, or you may;
- ii. send us an e-mail to swright@go-iei.com and in the body of such request you must state your e-mail, full name, US Postal Address, and telephone number. We do not need any other information from you to withdraw consent.. The consequences of your withdrawing consent for online documents will be that transactions may take a longer time to process..

Required hardware and software

Operating Systems:	Windows® 2000, Windows® XP, Windows Vista®; Mac OS® X
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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** These minimum requirements are subject to change. If these requirements change, you will be asked to re-accept the disclosure. Pre-release (e.g. beta) versions of operating systems and browsers are not supported.

Acknowledging your access and consent to receive materials electronically

To confirm to us that you can access this information electronically, which will be similar to other electronic notices and disclosures that we will provide to you, please verify that you were able to read this electronic disclosure and that you also were able to print on paper or electronically save this page for your future reference and access or that you were able to e-mail this disclosure and consent to an address where you will be able to print on paper or save it for your future reference and access. Further, if you consent to receiving notices and disclosures exclusively in electronic format on the terms and conditions described above, please let us know by clicking the ‘I agree’ button below.

By checking the ‘I agree’ box, I confirm that:

- I can access and read this Electronic CONSENT TO ELECTRONIC RECEIPT OF ELECTRONIC CONSUMER DISCLOSURES document; and
- I can print on paper the disclosure or save or send the disclosure to a place where I can print it, for future reference and access; and
- Until or unless I notify Infrastrucure Engineers, Inc. as described above, I consent to receive from exclusively through electronic means all notices, disclosures, authorizations, acknowledgements, and other documents that are required to be provided or made available to me by Infrastrucure Engineers, Inc. during the course of my relationship with you.