

Assignment and Assumption of Agreement

This Assignment and Assumption of Agreement is entered into as of May 1, 2015 (the "Effective Date"), by and between LSA Design, Inc. ("Consultant") and SRF Consulting Group, Inc. ("SRF").

WHEREAS, City of Ramsey ("Client") and Consultant entered into a services agreement (the "Agreement") dated July 22, 2014 AIA-B101 for the performance of services by Consultant in the nature of final design and construction administration; and

WHEREAS, on January 7, 2015, Client and Consultant amended the Agreement to revise the scope of services; and

WHEREAS, Consultant has sold certain of its assets, including the Agreement, to SRF under the terms of an Asset Purchase Agreement, and in connection with the closing of the Asset Purchase Agreement, Consultant wishes to assign the Agreement to SRF, and SRF wishes to accept such assignment and assume Consultant's obligations under the Agreement, all effective as of the Effective Date;

NOW, THEREFORE, in consideration of the mutual promises and covenants contained herein and in the Asset Purchase Agreement, the parties agree as follows:

- 1. Assignment of Agreement. Consultant hereby assigns to SRF all of its right, title and interest in and to the Agreement as of the Effective Date.
- 2. Assumption of Agreement. SRF hereby accepts the assignment of the Agreement and agrees to perform all obligations of Consultant under the Agreement from and after the Effective Date.
- 3. Asset Purchase Agreement to Control. The right to receivables under the Agreement, the obligation to perform services under the Agreement, the division of work in process, the indemnity obligations between Consultant and SRF, and all other matters between Consultant and SRF concerning the Agreement will be as provided in the Asset Purchase Agreement.

IN WITNESS WHEREOF, Consultant and SRF have executed this Assignment and Assumption of Agreement effective as of the Effective Date.

SRF Consulting Group, Inc.

LSA Design, Inc.

By: _____

By: _____

Its: _____

Its: _____

Taxpayer ID: 41-0847319

Taxpayer ID: 41-1660611

CONSENT TO ASSIGNMENT

City of Ramsey hereby consents to the assignment of the Agreement from Consultant to SRF as of the Effective Date.

Dated: _____

City of Ramsey

By: _____

Its: _____