

**PARTIAL ASSIGNMENT AND ASSUMPTION OF RIGHTS AND OBLIGATIONS
UNDER CONTRACT, CONSENT THERETO, AND SUSPENSION OF APPLICATION
OF ASSIGNMENT PROHIBITION**

This Partial Assignment and Assumption of Rights and Obligations under Contract, Consent Thereto, and Suspension of Application of Assignment Prohibition (the "Partial Assignment, Assumption, Consent, and Suspension") is entered into by and between the Fort Ord Reuse Authority, a California public agency ("FORA"), the City of Del Rey Oaks, a California general law city (the "City"), and Whitson and Associates, Inc., a California corporation ("Whitson").

RECITALS

A. On or about November 17, 2017, FORA and Whitson entered into that certain "Agreement for Professional Services," which agreement was subsequently amended on or about April 6, 2018, October 23, 2018, and June 7, 2019 (the "Contract"). The Contract remains in force.

B. Under paragraph 5. of Exhibit B to the Contract, neither FORA nor Whitson may assign any right or obligation under the Contract, and any attempted or purported assignment of any right or obligation shall be void and no effect.

C. Notwithstanding the foregoing, in anticipation of FORA's termination on June 30, 2020 ("FORA's Termination Date") FORA and the City entered into that certain "Memorandum of Agreement Regarding Funding to be Provided for the South Boundary Roadway and the Intersection at General Jim Moore Boulevard Improvements" (the "MOA") whereunder it was agreed that, with the consent of Whitson, FORA would assign the Contract, with respect to the South Boundary Road improvements and General Jim Moore Boulevard intersection improvements, only, to the City and the City would accept assignment of the Contract.

D. In accordance with the MOA, FORA desires to assign the Contract to the City, the City desires to accept assignment of the Contract and assume all obligations, with respect to the South Boundary Road improvements and General Jim Moore Boulevard intersection improvements, only, of FORA under the Contract from the Effective Date (as defined in the MOA) forward, and Whitson desires to consent to the foregoing assignment and assumption. In addition, FORA and Whitson desire to suspend, for purposes of the foregoing assignment and assumption, the application of the assignment prohibition set forth in paragraph 5. of Exhibit B to the Contract (the "Assignment Prohibition").

AGREEMENT

NOW THEREFORE, FOR VALUABLE CONSIDERATION, the receipt and sufficiency of which is hereby acknowledged and confirmed, it is hereby agreed as follows:

1. **Effective Date.** This Partial Assignment, Assumption, Consent, and Suspension shall take effect as of the Effective Date, as defined in the MOA (the "Effective Date").

2. **Assignment by FORA.** FORA assigns, conveys, transfers and sets over unto the City, as of the Effective Date, all of FORA's right, title, and interest as a party in and to the Contract, with respect to the South Boundary Road improvements and General Jim Moore Boulevard intersection improvements, only, and the City accepts such assignment.

3. **Assumption by City.** The City assumes all of FORA's obligations, with respect to the South Boundary Road improvements and General Jim Moore Boulevard intersection improvements, only, under the Contract and agrees to pay all sums and perform, fulfill, and comply with all covenants and obligations which are to be paid, performed, and complied with under the Contract from and after the Effective Date.

4. **Consent by Whitson.** Whitson consents to the foregoing partial assignment and assumption. This consent does not constitute a consent to any subsequent assignment.

5. **Suspension of Application of Assignment Prohibition.** FORA and Whitson suspend, for purposes of the foregoing partial assignment and assumption, the application of the Assignment Prohibition. This suspension does not constitute a suspension of the application of the Assignment Prohibition to any subsequent assignment and does not relieve the City or Whitson or any person claiming under or through the City or Whitson of any obligation to suspend the application of the Assignment Prohibition to any future assignment.

6. **Effectiveness Condition.** The effectiveness of this Partial Assignment, Assumption, Consent, and Suspension is subject to and expressly conditioned upon the execution of the MOA by FORA and the City. In the event the MOA is not executed prior to FORA's Termination Date, this Assignment, Assumption, Consent, and Suspension shall be null and void and of no force or effect.

7. **Binding Effect.** This Partial Assignment, Assumption, Consent, and Suspension shall inure to the benefit of and shall be binding upon the parties hereto and their respective successors and assigns.

8. **Counterparts.** This Partial Assignment, Assumption, Consent, and Suspension may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall be deemed to be one and the same instrument. The signature pages of each counterpart may be detached and attached to a single copy of this Partial Assignment, Assumption, Consent, and Suspension which shall for all purposes be treated as a single, original document.

[The remainder of this page intentionally has been left blank.]

IN WITNESS WHEREOF, the parties have executed this Assignment, Assumption, Consent, and Suspension as of the date set forth above.

FORT ORD REUSE AUTHORITY

By: _____
Josh Metz,
Executive Officer

Dated: _____, 2020

ATTEST:

Clerk of the Board

APPROVED AS TO FORM:

Jon Giffen,
Authority Counsel

WHITSON AND ASSOCIATES, INC.

By: Andrew Hunter
Andrew Hunter, PE,
Principal

Dated: June 17, 2020

CITY OF DEL REY OAKS

By: Dino Pick
Dino Pick,
City Manager

Dated: June 17, 2020

ATTEST:

Karen Minami
City Clerk

APPROVED AS TO FORM:

Alex Lorca,
City Attorney

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Executive Officer

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Dino Pick,
City Manager

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FORT ORD REUSE AUTHORITY

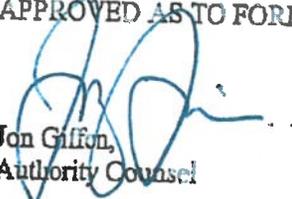
By: 
Josh Metz,
Executive Officer

Dated: 6/19, 2020

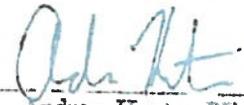
ATTEST:


Clerk of the Board

APPROVED AS TO FORM:


Jon Giffon,
Authority Counsel

WEITSON AND ASSOCIATES, INC.

By: 
Andrew Hunter, PE,
Principal

Dated: June 17, 2020

CITY OF DEL REY OAKS

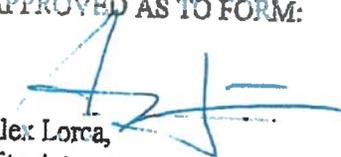
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