



**ASSIGNMENT AGREEMENT
AMENDMENT NO.: 2**

Contract No.: 80101500-20-1

Contract Title: Management Consulting Services

This Assignment Agreement (Agreement) to Management Consulting Services State Term Contract No. 80101500-20-1 (Contract), effective as of the date last signed below, is entered into by GRANT THORNTON PUBLIC SECTOR LLC (Assignor), having its principal office at 1000 WILSON BOULEVARD, SUITE 1400, ARLINGTON, VA 22209; GUIDEHOUSE INC. (Assignee), 150 N. Riverside Plaza, Suite 2100, Chicago, IL 60606; and the **State of Florida Department of Management Services** (Department), collectively referred to herein as the "Parties."

WHEREAS, the Assignor entered into the Contract with the Department on March 1, 2021;

WHEREAS, the Assignor now wishes to assign all its rights, obligations, duties, and responsibilities under the Contract to Assignee;

WHEREAS, the Assignee represents that it can assume and fully perform the Assignor's obligations, duties, and responsibilities under the Contract; and

WHEREAS, Contract Attachment B, Special Contract Conditions, Section 6.2, Assignment, requires the prior written consent of the Department to assign the Contract, which the Department hereby provides.

THEREFORE, in consideration of the mutual promises contained below, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties agree that the Contract shall be amended as follows:

- I. Contract.** The term "Contract", as used herein, means the Management Consulting Services State Term Contract No. 80101500-20-1, including any amendments and purchase orders made pursuant to the Contract, either before or after the effective date of this Agreement.
- II. Assignment.** The Assignee accepts and agrees to be bound by and fully perform all of Assignor's Contract obligations, duties, and responsibilities, and to abide by all terms and conditions specified in the Contract in the name of Assignor. The Assignee agrees to assume all obligations and liabilities of, and all claims against, the Assignor under the Contract as if the Assignee was the original party to the Contract.

The Parties agree that this Agreement operates as an assignment of the Contract, establishing a new contractual relationship entered into by and between the Department and the Assignee. The Assignee by this Agreement becomes entitled to all rights, titles, and interests of the Assignor in and to the Contract as if the Assignee were the original party to the Contract.



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Following the effective date of this Agreement, the term "Contractor," as used in the Contract, shall refer to the Assignee.

- III. **Waiver.** The Assignor waives all rights under the Contract as of the effective date of this Agreement.
- IV. **Secondary Liability.** The Assignor will remain secondarily liable for performance of the Contract.
- V. **Department Consent and Assignor Liability.** The Department consents to the assignment. However, the Department, in executing this Agreement, does not release Assignor from any claims or remedies it may have against Assignor arising prior to the effective date of the assignment of the Contract. The Assignor agrees to defend and indemnify the State from any and all claims; actions; judgments; liabilities; proceedings and costs, including reasonable attorneys' fees; and other costs of defense and damages resulting from Assignor's performance prior to the execution of this Agreement.
- VI. **Entire Agreement.** This Agreement sets forth the understanding between the Parties regarding the subject matter hereof. Each person signing this Agreement warrants that he or she is duly authorized to do so and to bind the respective party.
- VII. **Incorporation and Conflict.** This Agreement is hereby made a part of this Contract. To the extent any of the terms of this Agreement conflict with the terms of the Contract, the terms of this Agreement shall control. All other terms of the Contract remain in full force and effect.

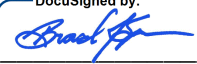
SIGNATURE PAGE IMMEDIATELY FOLLOWS



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IN WITNESS WHEREOF, the Parties have executed this Agreement by their duly authorized representatives.

State of Florida:
Department of Management Services

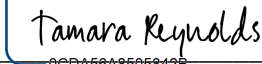
By: 
235E9FAF0CBC456...

Name: Brandon Spencer

Title: State Purchasing, Deputy Director

Date: 1/23/2023 | 9:08 AM EST

Assignor: Grant Thornton Public Sector LLC

By: 
0CDA50A8505842B...

Name: Tamara Reynolds

Title: Partner

Date: 1/20/2023 | 10:35 AM EST

Assignee: Tamyra Porter, Guidehouse Partner

By: 
AE443D18BA484F6...

Name: Tamyra Porter

Title: Partner

Date: 1/20/2023 | 10:35 AM EST