

ASSIGNMENT, ASSUMPTION, AND CONSENT

This Assignment, Assumption, and Consent (“Assignment”) is effective as of March _____, 2019 (“Effective Date”) by and among, the Tuolumne County Transit Agency, a California joint powers authority (“TCTA”), Cole Video, a California based TCTA (“ASSIGNOR”), Utilitarian Design, a Limited Liability Corporation (LLC) (“ASSIGNEE #1”), and Catalyst Creatives, a Sole Proprietorship (“ASSIGNEE #2”).

RECITALS

WHEREAS, on March 8, 2017, TCTA and ASSIGNOR entered into an agreement for marketing and collateral production services (“Agreement”), attached hereto as Exhibit A and incorporated herein by reference; and

WHEREAS, ASSIGNOR desires to assign all of its rights, obligations and liabilities under the Agreement to ASSIGNEE #1 and ASSIGNEE #2; and

WHEREAS, ASSIGNEE #1 and ASSIGNEE #2 desire to accept and assume all of the rights, obligations and liabilities of ASSIGNOR under the Agreement; and

WHEREAS, TCTA desires to consent to such assignment, acceptance and assumption.

AGREEMENT

NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth herein and for other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as set forth below.

1. ASSIGNOR hereby assigns to ASSIGNEE #1 and ASSIGNEE #1 hereby accepts and assumes all of ASSIGNOR’s rights, obligations and liabilities under the Agreement with regard to the scope of work set forth in Exhibit B, attached hereto and incorporated herein by reference.
2. ASSIGNOR hereby assigns to ASSIGNEE #2 and ASSIGNEE #2 hereby accepts and assumes all of ASSIGNOR’s rights, obligations and liabilities under the Agreement with regard to the scope of work set forth in Exhibit C, attached hereto and incorporated herein by reference.
3. TCTA hereby consents to the foregoing assignment and assumption of rights.
4. This Assignment and any actions arising out of or relating to this Assignment shall be governed by and construed and interpreted in accordance with the laws of the State of California and the United States of America without regard to the conflict of law provisions thereof.

IN WITNESS WHEREOF the parties hereto have executed this Assignment as of the Effective Date set forth above.

TUOLUMNE COUNTY TRANSIT AGENCY <hr/> By: Michael Ayala, Chair	COLE VIDEO <hr/> By: Cole Przybyla, Owner
ATTEST: <hr/> By:	[ASSIGNEE #1] <hr/> By: Zac Calbert, Owner
APPROVED AS TO LEGAL FORM: <hr/> By: Carlyn M. Drivdahl TCTA Counsel	[ASSIGNEE #2] <hr/> By: Bobbi Bankston, Owner