

## **ASSIGNMENT AGREEMENT**

WHEREAS, MACTEC Engineering & Consulting, Inc., (hereinafter the "Assignor"), a Delaware corporation authorized to do business in the State of Illinois, located at 8745 West Higgins Road, Suite 300, Chicago, IL 60631 is, pursuant to Kane County Board Resolution No. 10-319 and the written agreement authorized thereunder, (hereinafter sometimes the "Contract"), contractually bound to the County of Kane, a body corporate and politic of the State of Illinois; and

WHEREAS, the Contract is more particularly described as:

### **MACTEC, Randall Road and Huntley Road Traffic Signal Interconnects, Phase III Engineering, Kane County Section # 08-00379-00-TL**

WHEREAS, AMEC E&I, Inc., (hereinafter the "Assignee"), a Delaware corporation, authorized to do business in the State of Illinois, located at 8745 West Higgins Road, Suite 300, Chicago, IL 60631 has acquired all of the stock of the Assignor and the Assignor desires to convey all its interest in said Contract and assign its rights, title, duties, obligations, responsibilities and interests thereto unto the Assignee; and

WHEREAS, the Contract prohibits the assignment thereof without the prior written approval of the County of Kane.

NOW THEREFORE, for and in consideration of one dollar and other good and valuable consideration, the Assignor does hereby sell, assign, transfer and set-over unto the Assignee, all of its rights, title, duties, obligations, responsibilities and interests in and to the Contract, and any amendments or supplements thereto (if any), and monies due or to become due thereunder.

For the same consideration the Assignor agrees to make, execute and deliver any documents as may be reasonably necessary to complete the assignment of the Contract to the Assignee or as otherwise may be required by the County of Kane.

## **ACCEPTANCE OF ASSIGNMENT**

The Assignee does hereby accept the aforesaid Assignment and agrees to perform and discharge all of the terms and obligations to be and remaining to be performed and discharged under the aforesaid Contract and agrees to accept all obligations, debts and liabilities of Assignor related to the Contract.

IN WITNESS WHEREOF said parties have hereunto set their hands and seals, this day 15 of August 2011.

MACTEC ENGINEERING & CONSULTING, INC.

AMEC E&I, INC.

Assignor

Assignee

By [Signature]  
President

By [Signature]  
President

Attested [Signature]  
Vice President

Attested [Signature]  
Vice President

APPROVAL OF ASSIGNMENT

[Signature]  
Chairman, County Board, County of Kane

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Clerk, County Board, County of Kane

\_\_\_\_\_  
Date

\_\_\_\_\_  
Date

(Seal)

