

3317

ASSIGNMENT ADDENDUM

This Addendum ("Addendum"), dated the 7th day of January 2022, is made between the City of Newport (the "City"), in the State of Oregon, and Berry, Dunn, McNeil & Parker, LLC ("Assignee"), a Limited Liability Company formed in the State of Maine.

WHEREAS, the City entered into an Agreement ("Agreement") (Attached as Exhibit A) and one or more Statements of Work with GreenPlay, LLC ("Assignor") on October 12, 2021; and

WHEREAS, as of December 31, 2021, Assignee has acquired all of the assets of Assignor (the "Assignment"); and

WHEREAS, the City wishes to continue the Agreement with Assignee with all of the same rights and obligations under the Agreement;


NOW THEREFORE, in consideration of the foregoing and the covenants and conditions contained in the Assignment as set forth therein, the City and Assignee hereby agree:

1. The City shall work with the same resources and be subject to the same terms and conditions of the Agreement which will now be between the City and Assignee.
2. Any accompanying agreements, such as Non-Disclosure Agreements and Business Associate Agreements, shall continue in force and subject to the same terms. Assignee agrees to be bound by the terms of these agreements.
3. The Assignee accepts all of the Assignor's title, right, and interest in and to the Agreement, as well as its duties, responsibilities, and obligations.

This Addendum may be executed by signatures delivered electronically where permitted by law and in one or more counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument.

4. If any part, term, or provision of this Addendum shall be found by the Court to be legally invalid or unenforceable, then such provision or portion thereof, shall be performed in accordance with applicable laws to the extent possible. The invalidity or unenforceability of any provision or portion of this Addendum or any contract document shall not affect the validity of any other provision or portion of this Assignment or any contract document.
5. This Addendum comprises the entire understanding between the parties and cannot be modified, altered or amended, except in writing and signed by all parties.

CITY OF NEWPORT, OREGON

DocuSigned by:

2CD2D5A19A8F4A4

SIGNATURE

Spencer Nebel


PRINTED NAME

City Manager

TITLE

DATE: 2/12/2022

**BERRY, DUNN, MCNEIL & PARKER,
LLC dba BERRYDUNN**

DocuSigned by:

F5926798C05647D...

SIGNATURE

Charles D. Snow

PRINTED NAME

Chief Operating Officer, Principal

TITLE

DATE: 1/11/2022