

ASSIGNMENT CONSENT AND AMENDMENT

This Assignment, Consent and Amendment (this "Consent") is entered into as of April 28, 2020, by and among Alta Consulting Services, Inc. ("Alta"), and Justice Engineering Corp. ("Justice") and Nevada County Sheriff's Office ("Nevada County").

RECITALS

A. Nevada County and Alta have entered into a Personal Services Contract by Resolution 18-489 dated October 9, 2018 (the "Agreement"), pursuant to which Alta agreed to provide consulting services to assist in the development of a Request for Qualifications for contractors to provide security upgrades at the Wayne Brown Correctional Facility and Truckee Facility.

B. As result of Alta being no longer able to fulfill its obligations under the Agreement, Alta desires, in connection with the Agreement, to have Alta assign to Justice all of Alta's rights and obligations under the Agreement, and to have Justice assume such rights and obligations, and Nevada County wishes to consent to such assignment and assumption.

C. As part of such assignment and assumption, the parties wish to amend the Agreement under the terms and conditions hereunder.

NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth herein, the parties hereto, intending to be legally bound, hereby agree as follows:

AGREEMENT

1. Continuation of Provisions. Except as expressly set forth herein, all other terms and conditions of the Agreement will remain in full force and effect.
2. Assignment and Assumption.
 - a. Assignment. Alta hereby assigns and transfers over to Justice all right, title, and interest in and to the Agreement and Justice hereby accepts such assignment and transfer.
 - b. Assumption. Justice hereby agrees to be bound by all the terms of, and to undertake and perform all the obligations of Alta contained in, the Agreement that require performance after April 28, 2020. Any changes to the scope of work under the Agreement shall be agreed to by Justice and Nevada County without the need to obtain consent from Alta.
 - c. Consent. Nevada County Sheriff's Office hereby consents and agrees to the assignment to Justice by Alta of all of Alta's rights and obligations under the Agreement and to the substitution of Justice for Alta as a party to the Agreement.

Nevada County Sheriff's Office specifically agrees that Alta's assignment of its rights and obligations under the Agreement to Justice will not constitute a default under the Agreement or permit cancellation of the Agreement by Nevada County. Nevada County acknowledges and agrees that, as of the Effective Date, neither Nevada County nor Alta is in default of any of its obligations under the Agreement and Nevada County is not aware of any fact or circumstance that is reasonably likely to give rise to a default by Justice under the Agreement.

3. Amendment. Notwithstanding anything contained in the Agreement to the contrary, all notices to Contractor shall be sent to:

Justice Engineering Corp.
Attention: Tim Lincoln
5645 Rocket St. Suite G
Lakewood CA 90713

916-262-2446

4. Exhibit B. Exhibit "B" of the Agreement will be replaced in its entirety by the Exhibit "B" attached to this Agreement.

5. General.

- a. Effective Date. This Consent shall become effective immediately upon the signature of the document by all parties.
- b. Entire Agreement. The Agreement, as amended by this Consent, constitutes the complete and exclusive statement of the agreement among the parties with respect to the subject matter hereof, and supersedes all prior and contemporaneous proposals and understandings, oral and relating to the subject matter contained therein.

Counterparts. The parties may execute this Consent in two or more counterparts (no one of which need contain the signatures of all parties), each of which will be an original and all of which together will constitute one and the same instrument. Facsimile, "pdf" and other electronic signatures shall be deemed to be and shall be treated for all purposes as original signature pages.

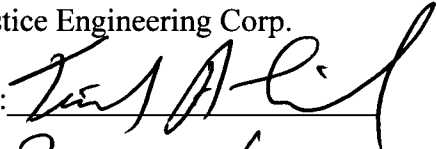
IN WITNESS HEREOF, the parties have executed this consent by their duly authorized representatives as of the date first written above

Alta Consulting Services Inc.

By: _____

Its: _____

Justice Engineering Corp.

By:  _____

Its: PRESIDENT/CEO

COUNTY OF NEVADA

Honorable Heidi Hall
Chair, Board of Supervisors

Attest: _____
Julie Patterson Hunter
Clerk of the Board