

ASSIGNMENT OF CONTRACT

WHEREAS, the City of Fort Lauderdale, a Florida municipality, ("City"), and Rare Earth Sciences, Inc., a Florida corporation, ("Assignor") entered into a Continuing Contract for General Environmental Engineering Services dated August 23, 2011, RFQ 616-10632, (the "Contract"),

WHEREAS, the Assignor merged into HSA E & S, LLC, a Florida limited liability company, ("Assignee"), and Assignor proposes an assignment of the Contract to Assignee; and

WHEREAS, Assignee proposes a further assignment of the Contract to Conestoga-Rovers & Associates, Inc., a Delaware corporation authorized to transact business in the State of Florida, ("Second Assignee"),

NOW, THEREFORE, Assignor, Assignee, and Second Assignee hereby agree as follows:


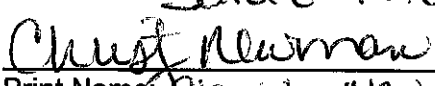
1. For and in consideration of the sum of ten dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and subject to the written approval of this Assignment of Contract by the City, Assignor does hereby sell, assign, and transfer to Assignee all of Assignor's rights, duties, obligations, responsibilities, and liabilities under the Contract.

2. For and in consideration of the sum of ten dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and subject to the written approval of this Assignment of Contract by the City, Assignee does hereby sell, assign, and transfer to Second Assignee all of Assignee's rights, duties, obligations, responsibilities, and liabilities under the Contract.

3. Subject to the written approval of this Assignment of Contract by the City, Assignee and Second Assignee accept the foregoing assignments successively, and Second Assignee assumes and agrees to perform all of the Assignor's and Assignee's duties, obligations, responsibilities, and liabilities under the Contract.

IN WITNESS WHEREOF, Assignor, Assignee, and Second Assignee, by and through their respective authorized representatives, execute this Assignment of Contract as follows:

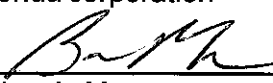
WITNESSES:


Print Name: Sarah G. Tifer

Print Name: Christy Newman


(Corporate Seal)

ASSIGNOR:

Rare Earth Sciences, Inc., an inactive
Florida corporation

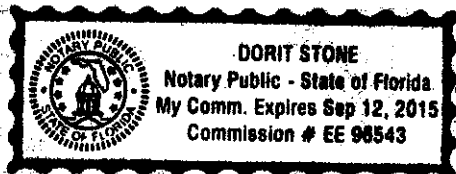

Brian A. Moore
Chief Executive Officer

ATTEST:


Richard Lewis II
Secretary

STATE OF Florida
COUNTY OF Hillsborough

The foregoing Assignment of Contract was acknowledged before me this 16th day of June, 2014, by Brian A. Moore as chief executive officer for Rare Earth Sciences, Inc., an inactive Florida corporation.



[Signature]
Signature of Notary Public – State of 6/16/14 - FL

Dorit Stone
Print, Type or Stamp Commission Name of Notary Public

Personally Known ☒ OR Produced Identification _____
Type of Identification Produced _____

ASSIGNEE:

HSA E & S, LLC, a Florida limited liability company

By: Conestoga-Rovers & Associates, Inc., a Delaware corporation authorized to transact business in the State of Florida
Managing Member

Witnesses:

[Signature]
Print Name: Derek McBean

[Signature]
Print Name: Derek McBean
(corporate seal)

By: [Signature]
Edward S. Roberts
President

Attest: [Signature]
David Chambers
Executive Vice-President

PROVINCE
STATE OF ONTARIO
COUNTY OF WATERLOO

The foregoing Assignment of Agreement was acknowledged before me this 13th day of June, 2014, by Edward S. Roberts as president for Conestoga-Rovers & Associates, Inc., a Delaware corporation authorized to transact business in the State of Florida, as managing member for HSA E & S, LLC, a Florida limited liability company.



[Signature]

Signature of Notary Public – State of Ontario

Derek McBean

Print, Type or Stamp Commissioned Name of Notary Public

Personally Known ☒ OR Produced Identification _____

Type of Identification Produced _____

Witnesses:

[Signature]

Print Name: Derek McBean

[Signature]

Print Name: Derek McBean

(Corporate Seal)

SECOND ASSIGNEE:

Conestoga Rovers & Associates, Inc.

[Signature]

Edward S. Roberts
President

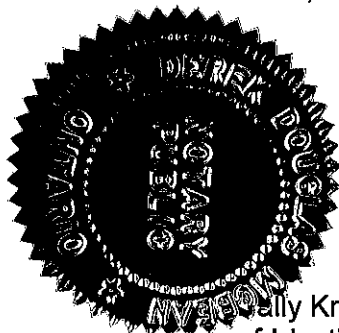
ATTEST:

[Signature]

David Chambers
Executive Vice-President

STATE OF ONTARIO
COUNTY OF WATERLOO

The foregoing Assignment of Contract was acknowledged before me this 13th day of June, 2014, by Edward S. Roberts as president for Conestoga-Rovers & Associates, Inc., a Delaware corporation authorized to transact business in the State of Florida.



[Signature]

Signature of Notary Public – State of Ontario

Derek McBean

Print, Type or Stamp Commission Name of Notary Public

Personally Known ☒ OR Produced Identification _____

Type of Identification Produced _____

The City of Fort Lauderdale, a Florida municipality, by and through its undersigned mayor, hereby _____ consents _____ does not consent to the foregoing assignments of contract this _____ day of _____, 2014.

John P. "Jack" Seiler, Mayor

ATTEST:

Jonda K. Joseph, City Clerk

APPROVED AS TO FORM:

City Attorney