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**CONSENT TO ASSIGNMENT**

This Consent to Assignment, dated Mar 30, 2021, is provided with regard to that certain NG911 GIS Data Contract, referenced as SW1177 and resulting from Solicitation #0900000417, (including any amendments, supplements, modifications or addenda thereto, and any work orders or the like issued thereunder, the “Contract”) effective as of March 15, 2020, between the undersigned and R&S Digital Services, Inc. (“R&S”).

1. Consent. By signature below, and subject to the terms and conditions herein, the undersigned hereby consents to the assignment of the Contract from R&S to Surveying And Mapping, LLC or its affiliate (“SAM”).
2. Assignment and Consent Conditioned upon Asset Sale Closing. The undersigned acknowledges and agrees that assignment of the Contract by R&S to SAM is conditioned upon, and shall not be effective, unless and until consummation of the closing pursuant to which R&S is selling to SAM certain assets used in operation of R&S’s business (the “Transaction”), which assets include the Contract. If the closing of the Transaction does not occur, neither the assignment of the Contract nor the undersigned’s consent set forth herein, will be effective. If the closing of the Transaction occurs, this consent shall be effective without further action by any party.
3. No Consent to Subsequent Assignment. This Consent shall not constitute a waiver of the obligation of SAM to obtain the undersigned’s consent to any subsequent assignment of the Contract.
4. Additional Provisions. The undersigned hereby (i) waives any notice time period requirement with respect to the Transaction, (ii) agrees that the consummation of the Transaction will not constitute a violation or default under any term or provision of the Contract, (iii) acknowledges and agrees that the Contract will remain in full force and effect following the consummation of the Transaction and assignment of the Contract, and (iv) waives any requirement in the Contract consent be sent using a particular delivery method.

**STATE OF OKLAHOMA**

By and through the Office of Management and  
Enterprise Services

By: *D. Jerry Moore*

Name: D. Jerry Moore

Title: Chief Information Officer

Date: Mar 30, 2021

# Execution Version SW1177 Consent to Assignment RS Digital Services to Survey and Mapping LLC

Final Audit Report

2021-03-30

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