



ASSIGNMENT & ASSUMPTION

This Assignment & Assumption (“Assignment”) is made as of the date executed by the State below by and between Socrata, Inc., a wholly owned subsidiary of Tyler Technologies, Inc., with an office at 255 South King Street, Suite 1100, Seattle, Washington 98104 (“Socrata”), and the State of Maryland, Department of Information Technology with offices at 100 Community Place, Crownsville, Maryland 21032. (“State”).

WHEREAS, Socrata and State are parties to the GIS SaaS Master Contract 060B74000056 dated June 25, 2018 (“Contract”); and

WHEREAS, on April 30, 2018, Socrata was acquired and became a wholly owned subsidiary of Tyler Technologies, Inc. (“Tyler”); and

WHEREAS, Socrata desires to assign the Contract to Tyler; and

WHEREAS, Tyler will accept assignment of the Agreement and assume all obligations thereunder; and

WHEREAS, Socrata and Tyler seek the State’s consent to the assignment and assumption of the Contract and wish to amend the terms and conditions of the Contract to include new payment and invoicing information, and further amend the Agreement as provided herein.

NOW THEREFORE, in consideration of the foregoing and of the mutual covenants and promises set forth in this Assignment, Tyler, Socrata and State agree as follows:

1. Tyler represents and warrants that it is registered to conduct business in the State of Maryland, is in good standing, and is in a position to fully perform all obligations that may exist under the Contract.

2. The Agreement is assigned to Tyler and Tyler hereby accepts assignment of the Contract, subject to all of the rights, title, obligations, conditions, and interests therein.

3. Any and all amounts due under the Contract following the Effective Date shall be made payable to "Tyler" with a Federal Taxpayer Identification Number of 75-2303920. This includes any amounts due for work performed under the Contract by Contractor prior to the Effective Date.

4. In executing its consent hereto, the State does not release Contractor from any claims or remedies it may have against Contractor under the Contract and, except as expressly provided in this Novation, nothing in it shall be construed as a waiver of any

rights of the State against Contractor.

5. The individuals executing this Assignment on behalf of both Socrata and Tyler warrant that such individuals have full authority to execute this Novation.

6. This Assignment is governed by the terms and conditions of the Agreement. Except as modified by this Assignment, the Contract remains in full force and effect.

7. In the event of conflict, the terms and conditions of this Assignment shall take priority and supersede the terms and conditions of the Contract.

IN WITNESS WHEREOF, a duly authorized representative of each party agrees to be bound by the terms of this Assignment and has executed this Assignment as of the date set forth below.

**SOCRATA, INC. A WHOLLY OWNED
SUBSIDIARY OF TYLER TECHNOLOGIES,
INC. AND
TYLER TECHNOLOGIES, INC.**

By: _____

Name: Hannah May

Title: Senior Corporate Attorney

Date: August 17, 2021

STATE OF MARYLAND

By: Michael Leahy
By: Michael Leahy (Sep 1, 2021 13:34 EDT)

Name: Michael Leahy

Title: Secretary, Dept of Information Technology

Date: Sep 1, 2021

Approved as to form and legal sufficiency

this 1 day of September, 2021

Howard Barr

Assistant Attorney General

Final_State of Maryland_Socrata to Tyler Assignment Amendment-7.30.2021_OAG_Rev-Tyler Partially Executed 8.17.2021

Final Audit Report

2021-09-01

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