

ASSIGNMENT AND CONSENT AGREEMENT

This Assignment and Assumption Agreement (the "Agreement") is entered into to be effective as of the Effective Date between and URS Corporation, a Nevada corporation (hereinafter called "Assignor"), and AECOM Technical Services, Inc., a California corporation (hereinafter called "Assignee"), and consented to by the City of San Antonio, a Texas Municipal Corporation (hereafter called "City"), acting by and through its City Manager.

RECITALS

WHEREAS, the City of San Antonio, (the "City") and URS Corporation, a Nevada corporation executed that certain On-Call General Engineering Consulting Services agreement on 16 December 2013, that was approved by City Council on December 5, 2013 through City Ordinance #2013-12-05-0856; (the "Contract"); and

WHEREAS, URS Corporation, a Nevada corporation, ("Assignor") wishes to assign the Contract to its affiliated company, AECOM Technical Services, Inc., a California corporation, ("Assignee"), Tax Identification Number 95-2661922; and

WHEREAS, the City consents to the assignment of the Contract.

NOW, THEREFORE, for and in consideration of the mutual covenants herein contained and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

ASSIGNMENT

Assignor hereby assigns, transfers and conveys all of its rights, obligations, title, interest and liabilities in and to the Contract to Assignee. Assignee hereby accepts such assignment and assumes all of Assignor's rights, obligations, title, and liabilities in and to the Contract, whether such rights, obligations, title, interest or liabilities arose before or after the date of this Agreement. Assignee agrees to indemnify and hold harmless the City with respect to any and all such duties, liabilities, or obligations.

The Effective Date of this Agreement ("Effective Date") shall be the later of the date upon which this Agreement is approved by the San Antonio City Council or execution of the Agreement by the City of San Antonio.

CONSENT TO ASSIGNMENT

The City hereby consents to the assignment of the Contract from Assignor to Assignee and agrees to look solely to Assignee for the continued performance of the Contract.

Executed this _____ day of _____, 2016.

