

H-GAC

Houston-Galveston Area Council

P.O. Box 22777 · 3555 Timmons · Houston, Texas 77227-2777

LIMITED CONTRACT ASSIGNMENT AND ASSUMPTION AGREEMENT

This Limited Contract Assignment and Assumption Agreement is made by and between the Houston-Galveston Area Council hereinafter referred to as H-GAC, Atlantic Emergency Solutions, Inc (Contractor) at 12351 Randolph Ridge Lane, Manassas, VA, 20109 and W. S. Darley & Co. (Assignee) at 325 Spring Lake Drive, Itasca, IL 60143.

WHEREAS, Contractor entered into a cooperative purchasing Contract, identified as Contract # EE11-24, with H-GAC for the sale of Emergency Medical, Safety, and Rescue Equipment to various End User governmental agencies participating in H-GAC's Cooperative Purchasing Program; and

WHEREAS, Contractor wishes to assign certain of its rights and obligations under the original Contract to Assignee and retain the remainder; and

WHEREAS, Assignee wishes to accept the limited assignment of the Contract; and

WHEREAS, H-GAC is willing to consent to the limited assignment provided that the Assignee agrees to comply with all terms of the Contract;

WHEREAS, This Agreement goes into effect on the date signed by all parties to this agreement (the "Effective Date") and ends 31 October 2028. All products or services under this Agreement must be rendered within this performance period.

NOW THEREFORE, the parties agree as follows:

Section 1 Contractor hereby assigns to Assignee all its rights and obligations under the Contract with respect to the following:

Right to sell products/services: INNOTEX Firefighting Turn Out Gear (TOG), INNOTEX Rapid Delivery Gear (RDG), INNOTEX Technical Rescue Gear (TR), INNOTEX Emergency Medical Service Gear (EMS), INNOTEX Firefighting Turn Out Gear OPTIONS (ENERGY COAT & PANTS), INNOTEX FIREFIGHTER HOODS, and INNOTEX FIREFIGHTER GLOVES

Right to sell products/services in the following geographical area: Illinois

Right to administer Purchase Orders

Section 2 Assignee accepts the assignment from the Contractor and assumes the obligation to provide the products and services specified in Section 1 and to otherwise perform all applicable obligations of the Contractor under the Contract on and after the Effective Date. Contractor will continue to be responsible for all actions taken by Contractor and Purchase Orders processed under the Contract prior to the Effective Date.

Section 3 Contractor reserves to itself the exclusive right to provide all the products and services described in the Contract, except those specifically assigned to Assignee pursuant to Section 1 hereof.

Section 4 H-GAC hereby consents to such limited assignment and assumption.

Unless otherwise noted, this Agreement goes into effect on the date signed by all parties to this Agreement (the "Effective Date"). All other terms and conditions of the Contract shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the parties have caused this Contract Limited Assignment and Assumption Agreement to be executed by their respective duly authorized representatives.

Atlantic Emergency Solutions, Inc (Contractor)

Signature: *Jack Jackson*
Jack Jackson (Jan 6, 2026 11:28:07 EST)

Name: Jack Jackson

Title: CFO

Date: 01/06/2026

W. S. Darley & Co (Assignee)

Signature: *Jason Evans*

Name: Jason Evans

Title: Equipment Division Sales Manager

Date: 01/06/2026

Houston-Galveston Area Council

Signature: *Charles Wemple*
Charles Wemple (Jan 6, 2026 10:56:00 CST)

Name: Chuck Wemple

Title: Executive Director

Date: 01/06/2026