

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, SmithCo Mfg., Inc (Contractor) at PO Box 932, Le Mars, IA 51031 and Wagner Equipment Co. (Assignee) at 17800 E 22nd Ave, Aurora, CO 80011

WHEREAS, Contractor entered into a cooperative purchasing Contract, identified as #PW10-25, with H-GAC for the sale of Public Works 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 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 30-Sept-2029. 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: See attached document

Right to sell products/services in the following geographical area: See attached document

Right to administer Purchase Orders: N/A

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.

Houston-Galveston Area Council

Signature: 

Name: Chuck Wemple

Title: Executive Director

Date: 12-Feb-2026

SmithCo Mfg., Inc (Contractor)

Signature: 

Name: Todd Karolczak

Title: Director of Sales & Marketing

Date: 11-Feb-2026

Wagner Equipment Co. (Assignee)

Signature: *Phillip Mellor*

Name: Phillip Mellor

Title: Truck & Trailer Sales Manager

Date: 11-Feb-2026

Attachment A
SmithCo Mfg., Inc.
Public Works Equipment
Contract No.: PW10-25

Manufacturer	Item Description	HGACBuy Discount Off List
SmithCo Mfg, Inc	SmithCo equipment listed in July 1, 2025 Price Listing included in SmithCo's PW10-25 Response Aug 2025	2%

Assignee Name	Phillip Mellor
Contact & Title	Truck & Trailer Sales Manager
Address	17800 E 22nd Ave
City	Aurora
State	CO
Zip Code	80011
Email Address	mellor_phillip@wagnerequipment.com
Phone	303-433-2727
Geographical Area	Douglas County, CO
Specific Products Services Categories	All (manufacturer) products listed on contract