

Exhibit 1

**ASSIGNMENT AND CONSENT AGREEMENT**

This ASSIGNMENT AND CONSENT AGREEMENT is made and entered into as of the date fully executed (“Agreement”) by and among Prime Government Solutions, Inc., with an address of 912 Capital of Texas Highway S, Suite 180, Austin, TX 78746 (“Assignor”), Granicus, LLC, a Minnesota Limited Liability Company, with an address of 408 St. Peter St., Suite 600, St. Paul, MN 55102 (“Assignee”), and the County of Orange, a political subdivision of the State of California, with an address of 400 W. Civic Center Drive, Santa Ana, CA 92701 (“County”). Assignor, Assignee, and County are sometimes referred to herein individually as “Party” or collectively as “Parties”.

WHEREAS, County and Assignor entered into Contract MA-017-20011143 for Agenda Management System (the “Services”), effective May 7, 2020 through and including May 6, 2023 in an amount not to exceed \$232,000 (the “Contract”);

WHEREAS, in about March 2021, Rock Solid Technology, Inc. (“Rock Solid”), a Texas corporation, purchased all the assets of Assignor;

WHEREAS, in about October 2022, Assignee, purchased all of the assets of Rock Solid;

WHEREAS, Assignor wishes to transfer and assign its rights and obligations under the Contract to Assignee;

WHEREAS, Assignee wishes to acquire the Contract and to continue to provide the Services to County in accordance with the terms and conditions of the Contract;

WHEREAS, County is willing to consent to Assignee assuming such obligations under the Contract;

WHEREAS, the Parties desire to substitute Assignee in place of Assignor with respect to the Contract;

NOW, THEREFORE, in consideration of the premises hereto and the mutual covenants and agreements herein set forth, the Parties agree as follows:

1. Assignor does hereby assign, transfer, and convey to the Assignee as of the date this Agreement is fully executed (the “Effective Date”) all of Assignor’s title, right, obligations, and interest in, to and under the said Contract, which is which is attached hereto as Exhibit “A” and incorporated herein, from and after the Effective Date.
2. Assignee hereby accepts such assignment of the Contract as of the Effective Date, and agrees to assume all of Assignor’s duties and obligations in, to and under the Contract from and after the Effective Date.
3. Assignee agrees that it shall make the Staffing Team identified in Attachment C of the Contract available for the performance of the Contract and that such personnel shall not be change except as provided in the Contract.

- 4. County further consents to the substitution and of Assignee in place and instead of Assignor from and after the Effective Date
- 5. Assignor agrees that it shall cooperate with Assignee in effectuating an orderly transition of County information to Assignee in order for Assignee to fulfill its responsibilities, duties, and obligations under the Contract from and after the Effective Date.
- 6. This Agreement constitutes the entire agreement concerning the assignment between the Parties and it may not be modified, altered or amended other than in writing executed by the party sought to be charged thereby.
- 7. This Agreement may be executed in faxed counterparts, and in such event, the counterpart signatures shall be assembled and shall together constitute a complete agreement.

IN WITNESS WHEREOF, the parties acknowledge that they have read the assignment and consent, understand it and agree to be bound by its terms. Each party has full power and authority to enter into and perform this assignment and consent, and the person signing this assignment and consent on behalf of each has been properly authorized and empowered to enter into this assignment and consent.

PRIME GOVERNMENT SOLUTIONS, INC. (ASSIGNOR)

DocuSigned by:
Alex Bern
 By: _____
0E7DA9D3DAD473...
 Name: Alex Bern
 Title: contracts manager
 Date: 3/28/2023

By: _____
 Name: _____
 Title: _____
 Date: _____

GRANICUS, LLC (ASSIGNEE)

DocuSigned by:
Brendan Stierman
 By: _____
8E342585D3714DF...
 Name: Brendan Stierman
 Title: Contracts Manager
 Date: 3/28/2023

By: _____
 Name: _____
 Title: _____
 Date: _____

COUNTY OF ORANGE, a political subdivision of the State of California

By: _____
 Name: _____
 Title: _____
 Date: _____

APPROVED AS TO FORM, County Counsel, County of Orange, California.

By: *Mark Servino*
Digitally signed by Mark Servino
 DN: cn=Mark Servino, o=County of Orange,
 ou=County Counsel,
 email=mark.servino@coo.co.gov.com, c=US
 Date: 2023.03.30 09:38:13 -0700
 Name: Mark Servino
 Title: Supervising Deputy County Counsel
 Date: March 30, 2023