



May 27, 2021

VIA EMAIL CORRESPONDENCE

City of Merced
678 West 18th Street
Merced, CA 95340

Re: Notification of and Consent to the Merger of AdastraGov Inc. with and into GovInvest Inc.

Dear Sir or Madam:

As our valued partner, you may know AdastraGov Inc. ("**AdastraGov**") is currently a wholly-owned subsidiary of GovInvest, Inc. ("**GovInvest**"). GovInvest and AdastraGov now purpose to reorganize into one company by merging AdastraGov with and into GovInvest, with GovInvest as the surviving corporation (the "**Merger**"). In connection with the Merger, and specifically pursuant to the SERVICE AGREEMENT, dated March 29th, 2021 (the "**Contract**") between you and AdastraGov, AdastraGov is notifying you of the Merger.

To the extent that any assignment or transfer of the Contract to GovInvest that may occur as a result of the Merger (the "**Transfer**") requires your consent or gives rise to a right of termination, AdastraGov hereby respectfully requests such consent and waiver of any such termination right. Accordingly, by your signature below, you acknowledge that AdastraGov has notified you of the proposed Merger, and that you consent to the Transfer, waive any associated right of termination, and acknowledge the continued survival of the Contract without further modification with GovInvest as the counterparty following the closing of the Merger.

AdastraGov respectfully requests that you return a countersigned copy of this letter to Analyst, Derek Lee of AdastraGov, via PDF/email at derek@govinvest.com no later than **June 15, 2021**, and in any event, keep the matters described herein confidential.

If you have any questions, please feel free to call or e-mail Manager, Ron Broere of AdastraGov, at (310) 371-7106 or ron@govinvest.com.

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ADASTRAGOV INC.

By:




Name: Ted Norman Price, III

Title: Chief Executive Officer

The undersigned acknowledges and consents to the matters described herein.

Date: June 10, 2021

By:

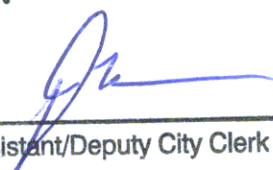

Stephanie Dietz
City Manager

Name:


Title

**ATTEST:
CITY CLERK**

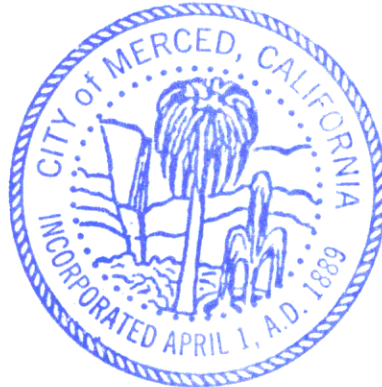
BY


Assistant/Deputy City Clerk

APPROVED AS TO FORM:


Phaedra A. Norton
City Attorney

6/2/21
Date



Account Number: NIA

Amount: NIA

VERIFIED

BY: 
Finance Officer

FINANCE ENTRY	
Contract No:	<u>301530</u>
Vendor Number:	<u>NIA</u>
P.O. Number:	<u>NIA</u>
Funds Available:	<u>NO funds to encumber. w/ 6/18/21</u>

06/08/21
FL 6/8/21