

Assignment, Assumption, Amendment and Consent Agreement

Effective date: August 1, 2021

This Assignment, Assumption, Amendment and Consent Agreement (“Agreement”) is entered into and effective on the date stated above (“Effective Date”), by Potential Growth LLC (“Assignee”), Empower Behavioral Health LLC (“Assignor”), and the Texas Health and Human Services Commission (“HHSC”) (collectively, the “Parties”). HHSC and Assignor are parties to a client therapy service contract (“Contract”) dated April 28, 2019, also identified as HHSC Contract No. HHS000428200001.

Assignor desires to assign to Assignee all of Assignor’s right, title, and interest in and obligations created by the Contract. Assignee desires to assume from Assignor all of Assignor’s obligations created by the Contract. Pursuant to the terms and conditions of this Agreement, HHSC desires to consent to Assignor’s assignment of Assignor’s obligations to Assignee.

Accordingly, the Parties agree as follows:

1. **Assignment of Agreements.** Assignor assigns to Assignee all of Assignor’s right, title, interest and obligations in, to, and under the Contract. The Contract is attached hereto and Incorporated herein by reference as Attachment A.
2. **Assumption of Obligations.** Assignee unconditionally accepts assignment of all of Assignor’s right, title, interest and obligations in, to, and under the Contract and Assignee assumes and agrees to observe and discharge all of the conditions and obligations in the Contract, now existing and hereafter arising, which are to be observed and performed by Assignor. Assignee’s assumption of the obligations pursuant to the Contract shall commence upon the execution of this Agreement by all Parties and shall be effective as of the Effective Date.
3. **Consent to Assignment.** HHSC hereby consents to Assignor’s assignment to Assignee of all of Assignor’s right, title, interest and obligations in, to, and under the Contract.
4. **Novation.** In order to exercise HHSC’s first option to extend the Contract, the Contract is hereby amended by the following modification of the expiration date of the Contract:
 - I. The Contract shall expire on the earlier of:
 - a. August 31, 2023 or
 - b. two months after the proposed Autism Services Policy is implemented, if implemented, at HHSC.
5. **Contract Representatives.** The following will act as the Representative authorized to administer activities under this Agreement and the assigned Contract on behalf of their respective Party:

Potential Growth LLC

P.O. Box 609
Sutherland Spring, Texas 78161
Attention: Kim Jarutowicz, M. Ed., BCBA, LBA
Email: kimj@potentialgrowthaba.com
Phone: 210-289-7686

Empower Behavioral Health

9314 Ryder Drive
San Antonio, Texas 78254
Attention: Jessica Sotello
Email: jessicas@empowerbh.com
Phone: 210-447-0039

Health and Human Services Commission

Kacie Cardwell
Texas Health and Human Services Commission
701 W. 51st.
Austin, Texas 78751
kacie.cardwell@hhs.texas.gov
Lisa Neal, Contract Administration
Texas Health and Human Services Commission
701 W. 51st.
Austin, Texas 78751
lisa.neal@hhs.texas.gov

6. **Legal Notices.** The Contract is hereby amended to add to Section VII of the Contract the following contact information for Potential Growth LLC for Legal Notices:

Potential Growth LLC
P.O. Box 609
Sutherland Spring, Texas 78161
Attention: Kim Jarutowicz, M. Ed., BCBA, LBA

The Contract is further amended to change the HHSC's address for Legal Notices to the following:

Texas Health and Human Services Commission
4601 W, Guadalupe St.
Austin, Texas 78751

Attention: Karen Ray

- 7. Entire Agreement.** This Agreement constitutes the entire agreement and understanding of the Parties with respect to the assignment, assumption, and consent stated herein. Notwithstanding the foregoing, this Agreement shall not modify any term or condition of the Customer Agreement.

[Signatures on following page]

EACH PERSON SIGNING THIS AGREEMENT REPRESENTS THAT HE/SHE INTENDS TO AND HAS THE AUTHORITY TO BIND HIS/HER RESPECTIVE PARTY TO THIS AGREEMENT.

Potential Growth LLC (ASSIGNEE)

DocuSigned by:
Kim Jarutowicz
7721E34A219F44D...

Sign: _____

Print: _____

Title: _____

Date: _____ 07/30/2021

Empower Behavioral Health (ASSIGNOR)

DocuSigned by:
Jessica Sotello
C60FFF8EEEB344F...

Sign: _____

Print: _____

Title: _____

Date: _____ 07/29/2021

AGREED AND CONSENTED TO BY:

TEXAS HEALTH AND HUMAN SERVICES COMMISSION

By: *Dana L Collins* _____
7686F69C7CE54BB...

Print: Dana L Collins _____

Title: Director, Contract Administration and Provider Monitoring

Date: August 4, 2021 _____