

Attachment G.5

ASSIGNMENT OF CONTRACT RIGHTS

This Assignment ("Assignment") is executed as of the 3rd day of October, 2020, by CENTRAL STATES WATER RESOURCES, INC., a Missouri corporation ("Assignor"), in favor of RED BIRD UTILITY OPERATING COMPANY, LLC, a North Carolina limited liability company ("Assignee").

WHEREAS, on July 26, 2019, Assignor entered into an Agreement for Sale of Utility System, as amended, ("Purchase Agreement") with A & D Water Services, Inc., a North Carolina corporation ("A & D Water");

WHEREAS, Section 18 of the Purchase Agreement provides that Assignor may assign the rights to the Purchase Agreement to an entity affiliated with Assignor and controlled by Assignor upon notice to A & D Water, but without the need for A & D Water's consent;

WHEREAS, Assignee is an entity affiliated with Assignor that Assignor controls;

NOW, THEREFORE, in consideration of the foregoing recitals and for other good and valuable consideration, the receipt and sufficiency of which is acknowledged, Assignor and Assignee hereby agree:

As of the date of this Assignment, Assignor hereby assigns, conveys, transfers and sets over unto Assignee all of Assignor's right, title and interest in and to the Purchase Agreement, and any amendments or addendums thereto.

IN WITNESS WHEREOF, the parties have executed this Assignment as of the date first set forth above.

ASSIGNOR:

CENTRAL STATES WATER RESOURCES, INC.,
a Missouri corporation

By: _____
Josiah M. Cox, President

ASSIGNEE:

RED BIRD UTILITY OPERATING COMPANY,
LLC, a North Carolina limited liability company

By: CENTRAL STATES WATER RESOURCES,
INC., its manager

By: _____
Josiah M. Cox, President

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Dec 15 2022