



DeWight Dopslauf, C.P.M., CPPO
Harris County Purchasing Agent

July 18, 2022

Commissioners Court
Harris County, Texas

RE: Job No. 190334

Members of Commissioners Court:

Please approve the attached Order permitting the assignment of a contract for the following:

Description: Historical Record Preservation Services and Related Items for the Harris County District Clerk's Office

Vendor(s): Data Preservation Services, LLC d/b/a Data Preservation Solutions (assignor)
Kofile Technologies, Inc. (assignee)

Term: through May 24, 2023

Effective: June 25, 2021

Reviewed By: • Harris County Purchasing • District Clerk's Office

The award was approved by Commissioner's Court on May 25, 2021.

Sincerely,

DeWight Dopslauf
Purchasing Agent

CD
Attachment(s)
cc: Vendor(s)

FOR INCLUSION ON COMMISSIONERS COURT AGENDA AUGUST 02, 2022



ORDER OF COMMISSIONERS COURT
Authorizing assignment of an agreement

The Commissioners Court of Harris County, Texas, convened at a meeting of the Court at the Harris County Administration Building in the City of Houston, Texas, on the ____ day of _____, 2022 with all members present.

A quorum was present. Among other business, the following was transacted:

**ORDER AUTHORIZING ASSIGNMENT OF THE AGREEMENT BETWEEN
HARRIS COUNTY AND DATA PRESERVATION SERVICES LLC D/B/A DATA
PRESERVATION SOLUTIONS, LLC TO KOFI TECHNOLOGIES, INC.**

Commissioner _____ introduced an order and moved that Commissioners Court adopt the order. Commissioner _____ seconded the motion for adoption of the order. The motion, carrying with it the adoption of the order, prevailed by the following vote:

	Yes	No	Abstain
Judge Hidalgo	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Comm. Ellis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Comm. Garcia	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Comm. Ramsey, P.E.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Comm. Cagle	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The County Judge thereupon announced that the motion had duly and lawfully carried and that the order had been duly and lawfully adopted. The order adopted follows:

On or about May 25, 2021, the County entered into an agreement with Data Preservation Services, LLC, d/b/a Data Preservation Services for historical record preservation services and related items for Harris County (the "Agreement"). On June 25, 2021, Kofile Technologies, Inc. acquired substantially all the assets of Date Preservation Solutions, per the attached documents. Data Preservation Services now desires authorization to assign its Agreement with the County to Kofile Technolgies, Inc.

IT IS ORDERED that Harris County Commissioners Court authorizes the assignment of the rights, duties and privileges under the Agreement to Kofile Technologies, Inc. Payments due under the Agreement will be sent to the following address: Kofile Technologies, Inc., 630 Cedar Springs Rd., Dallas, Texas 75235.

All Harris County officials and employees are authorized to do any and all things necessary or convenient to accomplish the purpose of this Order.



April 29, 2022

Ms. Cheryl Daniels
Senior Buyer
Office of the Harris County Purchasing Agent
1111 Fannin, 12th Floor
Houston, Texas 77002

Re: Kofile Technologies, Inc. ("Kofile") asset purchase of Data Preservation Services

Dear Ms. Daniels;

Please let this correspondence confirm that effective June 25, 2021, Kofile Technologies, Inc. acquired the assets NBS Holdings, LLC, d/b/a Data Preservation Services ("DPS").

The acquisition was an asset purchase rather than a stock purchase and included the acquisition by Kofile of assignable DPS customer contracts. Effective upon the acquisition date, Kofile has accepted and assumed the rights and obligations of the DPS customer contracts.

We look forward to the opportunity to continue to serve Harris County. Please do not hesitate to reach out to me, or Mr. John Rickerby of Kofile, if you have further questions or need additional information.

Kind regards,

Mike Strachan

Michael Strachan
General Counsel



469.949.0806

Michael.strachan@Kofile.com

www.Kofile.com



Office of the Secretary of State

June 25, 2021

Capitol Services, Inc.

Capitol Services, Inc.

PO Box 1831

Austin, TX 78767 USA

RE: Kofile Technologies, Inc.

File Number: 801088119

Assumed Name:

Data Preservation Solutions, LLC

File Date: 06/25/2021

It has been our pleasure to file the assumed name certificate for the above referenced entity. Enclosed is the certificate evidencing filing. Payment of the filing fee is acknowledged by this letter.

If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section

Business & Public Filings Division

Enclosure



Office of the Secretary of State

CERTIFICATE OF FILING OF

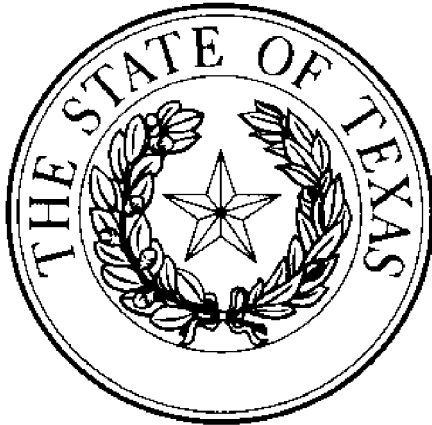
Kofile Technologies, Inc.
File Number: 801088119
Assumed Name:
Data Preservation Solutions, LLC

The undersigned, as Deputy Secretary of State of Texas, hereby certifies that the assumed name certificate for the above named entity has been received in this office and filed as provided by law on the date shown below.

ACCORDINGLY the undersigned, as Deputy Secretary of State, and by virtue of the authority vested in the secretary by law hereby issues this Certificate of Filing.

Dated: 06/25/2021

Effective: 06/25/2021



A handwritten signature in black ink, consisting of stylized initials "JE" followed by a long horizontal line.

Jose A. Esparza
Deputy Secretary of State



Office of the Secretary of State
Corporations Section
P.O. Box 13697
Austin, Texas 78711-3697
(Form 503)

Filed in the Office of the
Secretary of State of Texas
Filing #: 801088119 6/25/2021
Document #: 1061739510002
Image Generated Electronically
for Web Filing

**ASSUMED NAME CERTIFICATE
FOR FILING WITH THE SECRETARY OF STATE**

1. The assumed name under which the business or professional service is or is to be conducted or rendered is:

Data Preservation Solutions, LLC

2. The name of the entity as stated in its certificate of formation, application for registration, or comparable document is:

Kofile Technologies, Inc.

3. The state, country, or other jurisdiction under the laws of which it was incorporated, organized or associated is **DELAWARE, USA**

4. The period, not to exceed 10 years, during which the assumed name will be used is : **10**
year(s)

5. The entity is a : **Foreign For-Profit Corporation**

6. The entity's principal office address is:

630 Cedar Springs Rd., Dallas, TX, USA 75235

7. The county or counties where business or professional services are being or are to be conducted or rendered under such assumed name are:

ALL COUNTIES

8. The undersigned, if acting in the capacity of an attorney-in-fact of the entity, certifies that the entity has duly authorized the attorney-in-fact in writing to execute this document. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Kofile Technologies, Inc.

Name of the entity

By: **George Williams, manager**

Signature of officer, general partner, manager,
representative or attorney-in-fact of the entity

FILING OFFICE COPY



SENT VIA OVERNIGHT COURIER

June 24, 2021

Harris County District Clerk's Office
201 Caroline, Suite 420
Houston, TX 77002
Attention: Araceli Carrizales
Email: Araceli.Carrizales@hcdistrictclerk.com

Re: Assignment of certain rights and obligations under Agreement between Harris County and Data Preservation Solutions dated April 29, 2021 (the "Agreement")

Dear Ms. Carrizales:

We are writing to inform Harris County that Kofile Technologies, Inc. ("Kofile") intends to acquire substantially all the assets NBS Holdings, LLC d/b/a Data Preservation Solutions ("DPS") with respect to its county book preservation services on or about June 25, 2021 (the "Transaction"). On behalf of DPS and Kofile, we would like to notify you of the Transaction and acknowledge the continuing obligations under the Agreement following the consummation of the Transaction.

Following the consummation of the Transaction, Kofile will be the contracting party under the Agreement. The Agreement will otherwise continue unchanged with the same terms and conditions. If and to the extent that the Transaction occurs and results in an assignment under the Agreement for which consent is required by the terms of the Agreement, we ask that you acknowledge you consent to the assignment of the Agreement. Please kindly execute and return a counter-signed copy of this letter to brathe@datapreservationllc.com as soon as practicable as evidence that you (i) have been given prior written notice of the Transaction, (ii) consent to and approve the assignment of the Agreement to Kofile as described above, (iii) irrevocably waive any rights you have under the Agreement in connection with such assignment and (iv) acknowledge and agree that the Agreement is as of the date hereof, and following the Transaction will remain, in full force and effect in accordance with its terms.

Should you have any questions or concerns, please do not hesitate to contact me at (972) 438-2079 or brathe@datapreservationllc.com.

Very truly yours,

A handwritten signature in blue ink, appearing to read 'Brian Rathe', is written over a horizontal line.

Brian Rathe, President

Consented and agreed to as of this ____ day of _____, 2021:

Harris County, Texas

By: _____
Name: _____
Title: _____

Cc: Harris County Purchasing Agent
1001 Preston Street, Suite 670
Houston, Texas 77002
Attention: Melissa McCord
Email: postmaster@pur.hc.tx.net

Request for Taxpayer Identification Number and Certification

Give Form to the
requester. Do not
send to the IRS.

► Go to www.irs.gov/FormW9 for instructions and the latest information.

Print or type.
See Specific Instructions on page 3.

1 Name (as shown on your income tax return). Name is required on this line; do not leave this line blank. Kofile Technologies, Inc.		
2 Business name/disregarded entity name, if different from above		
3 Check appropriate box for federal tax classification of the person whose name is entered on line 1. Check only one of the following seven boxes. <input type="checkbox"/> Individual/sole proprietor or single-member LLC <input checked="" type="checkbox"/> C Corporation <input type="checkbox"/> S Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Trust/estate <input type="checkbox"/> Limited liability company. Enter the tax classification (C=C corporation, S=S corporation, P=Partnership) ► Note: Check the appropriate box in the line above for the tax classification of the single-member owner. Do not check LLC if the LLC is classified as a single-member LLC that is disregarded from the owner unless the owner of the LLC is another LLC that is not disregarded from the owner for U.S. federal tax purposes. Otherwise, a single-member LLC that is disregarded from the owner should check the appropriate box for the tax classification of its owner. <input type="checkbox"/> Other (see instructions) ►	4 Exemptions (codes apply only to certain entities, not individuals; see instructions on page 3): Exempt payee code (if any) _____ Exemption from FATCA reporting code (if any) _____ <small>(Applies to accounts maintained outside the U.S.)</small>	
5 Address (number, street, and apt. or suite no.) See instructions. P.O. Box 541028	Requester's name and address (optional)	
6 City, state, and ZIP code Dallas, TX 75354		
7 List account number(s) here (optional)		

Part I Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. The TIN provided must match the name given on line 1 to avoid backup withholding. For individuals, this is generally your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the instructions for Part I, later. For other entities, it is your employer identification number (EIN). If you do not have a number, see *How to get a TIN*, later.

Note: If the account is in more than one name, see the instructions for line 1. Also see *What Name and Number To Give the Requester* for guidelines on whose number to enter.

Social security number								
			-				-	
or								
Employer identification number								
2	6		-	4	0	3	4	3 2 8

Part II Certification

Under penalties of perjury, I certify that:

- The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me); and
- I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding; and
- I am a U.S. citizen or other U.S. person (defined below); and
- The FATCA code(s) entered on this form (if any) indicating that I am exempt from FATCA reporting is correct.

Certification instructions. You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the certification, but you must provide your correct TIN. See the instructions for Part II, later.

Sign
Here

Signature of
U.S. person ► *Pam Schneider*

Date ► *2/21/2022*

General Instructions

Section references are to the Internal Revenue Code unless otherwise noted.

Future developments. For the latest information about developments related to Form W-9 and its instructions, such as legislation enacted after they were published, go to www.irs.gov/FormW9.

Purpose of Form

An individual or entity (Form W-9 requester) who is required to file an information return with the IRS must obtain your correct taxpayer identification number (TIN) which may be your social security number (SSN), individual taxpayer identification number (ITIN), adoption taxpayer identification number (ATIN), or employer identification number (EIN), to report on an information return the amount paid to you, or other amount reportable on an information return. Examples of information returns include, but are not limited to, the following.

- Form 1099-INT (interest earned or paid)

- Form 1099-DIV (dividends, including those from stocks or mutual funds)
- Form 1099-MISC (various types of income, prizes, awards, or gross proceeds)
- Form 1099-B (stock or mutual fund sales and certain other transactions by brokers)
- Form 1099-S (proceeds from real estate transactions)
- Form 1099-K (merchant card and third party network transactions)
- Form 1098 (home mortgage interest), 1098-E (student loan interest), 1098-T (tuition)
- Form 1099-C (canceled debt)
- Form 1099-A (acquisition or abandonment of secured property)

Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN.

If you do not return Form W-9 to the requester with a TIN, you might be subject to backup withholding. See What is backup withholding, later.