

The State and the Grantee may mutually agree to terminate this Amended Grant Agreement at any time. The State, in its sole discretion, will determine if, as part of the agreed termination, the Grantee is required to return any or all of the disbursed funds.

Termination is not an exclusive remedy but will be in addition to any other rights and remedies provided in equity, by law or under this Amended Grant Agreement, including those remedies listed at 2 C.F.R. § 200.207 and 2 C.F.R. § 200.338 – 200.342. Following termination by the State, the Grantee shall continue to be obligated to OPB for the return of disbursed Grant funds in accordance with applicable provisions of this Amended Grant Agreement. Termination of this Amended Grant Agreement for any reason or the expiration of this Amended Grant Agreement shall not release the parties from any liability or obligation set forth in this Amended Grant Agreement that is expressly stated to survive any such termination or expiration.

### 2.13 Limitation of Liability

TO THE EXTENT ALLOWED BY LAW, THE GRANTEE SHALL DEFEND, INDEMNIFY AND HOLD HARMLESS THE STATE OF GEORGIA, OPB AND/OR THEIR OFFICERS, REGENTS, AGENTS, EMPLOYEES, REPRESENTATIVES, CONTRACTORS, ASSIGNEES AND/OR DESIGNEES FROM ANY AND ALL LIABILITY, ACTIONS, CLAIMS, DEMANDS, OR SUITS, AND ALL RELATED COSTS, ATTORNEY FEES, AND EXPENSES ARISING OUT OF, OR RESULTING FROM, ANY ACTS, OMISSIONS, OR NEGLIGENCE OF THE GRANTEE OR ITS AGENTS, EMPLOYEES, SUBCONTRACTORS, ORDER FULFILLERS, OR SUPPLIERS OF SUBCONTRACTORS IN THE EXECUTION OR PERFORMANCE OF THIS AMENDED GRANT AGREEMENT. THE DEFENSE SHALL BE COORDINATED BY THE GRANTEE WITH THE OFFICE OF THE GEORGIA ATTORNEY GENERAL WHEN STATE AGENCIES ARE NAMED DEFENDANTS IN ANY LAWSUIT AND THE GRANTEE MAY NOT AGREE TO ANY SETTLEMENT WITHOUT FIRST OBTAINING THE CONCURRENCE FROM THE OFFICE OF THE GEORGIA ATTORNEY GENERAL. THE GRANTEE AND THE STATE AGREE TO FURNISH TIMELY WRITTEN NOTICE TO EACH OTHER OF ANY SUCH CLAIM.

The Grantee agrees that no provision of this Amended Grant Agreement is in any way intended to constitute a waiver by the State, OPB, or their officers, regents, employees, agents, or contractors, of any privileges, rights, defenses, remedies, or immunities from suit and liability that OPB or the State may have by operation of law.

### 2.14 Dispute Resolution

The parties' designees will meet as needed to implement the terms of this Amended Grant Agreement and will make a good faith attempt to informally resolve any disputes.

Notwithstanding any other provision of this Amended Grant Agreement to the contrary, unless otherwise requested or approved in writing by OPB, the Grantee shall continue performance and shall not be excused from performance during the period any breach of this Amended Grant Agreement, claim or dispute is pending.