

Date: MAR 22 2018

Mr. Todd Slatin
Division of Central Purchasing
Lexington-Fayette Urban County Government
Government Center
200 East Main Street
Lexington, Kentucky 40507

Dear Mr. Slatin:

This Letter Agreement evidences that Lexington-Fayette Urban County Government ("LFUCG") has, pursuant to a properly issued Request for Proposals, selected JPMorgan Chase Bank, N.A. (the "Bank") to provide certain banking services (the "Services"), for the period of seven years, commencing on March 1, 2018 ending March 1, 2025 (the "Term"). The Term may be extended by mutual agreement of both LFUCG and the Bank.

The Bank agrees to perform the Services at the prices as mutually agreed, with such pricing terms incorporated herein by reference. The Bank agrees to maintain the pricing for the Services as described in the Bank Proposal to provide Banking Services to LFUCG (the "RFP Response") for the first five (5) years of the Term, and thereafter any pricing increases shall not exceed the Consumer Price Index for All Urban Consumers (CPI-U) for the most recently available twelve (12) month trailing period.

In the event an extension is not executed by the parties by the end of the Term and the Bank continues providing banking services to LFUCG, the term of this Letter Agreement shall extend on a month-to-month basis. The parties agree that the following documents are hereby incorporated by reference into this Letter Agreement as part of the contract documents as if fully set forth herein: the RFP Response, and account and service documentation governing the accounts, products and services contemplated in the RFP Response.

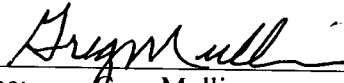
The parties each represent and warrant that the execution and delivery of this Letter Agreement has been duly authorized by all necessary action.

If LFUCG is in agreement with the foregoing, please execute and return to the Bank the enclosed copy of this Letter Agreement.

[Balance of Page Intentionally Omitted]

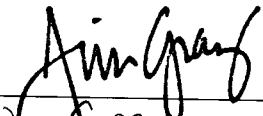
Very truly yours,

JPMORGAN CHASE BANK, N.A.

By: 
Name: Greg Mullins
Title: Authorized officer

Accepted and agreed to as of the date
first written above:

**LEXINGTON-FAYETTE URBAN COUNTY
GOVERNMENT**

By: 
Name: Jim Gray
Title: Mayor