

DONATION AGREEMENT

This Donation Agreement made and entered into on the 21 day of January, 2016, by and between the Lexington Fayette Urban Government, an Urban County Government of the Commonwealth of Kentucky created pursuant to KRS Chapter 67A, ("Government") 200 East Main Street, Lexington, Kentucky 40507 and the Toyota Motor Manufacturing, Kentucky Inc. ("Organization") with offices located at 1001 Cherry Blossom Way, Georgetown, Kentucky 40324.

WITNESSETH

That for and in consideration of mutual promises and covenants herein expressed the Government and Organization agree as follows:

1. Government owns and maintains Safety City to teach children safety and traffic rules.
2. Organization has agreed to donate ten motor vehicles to Safety City for educational purposes.
3. To the extent allowable by law, Government shall indemnify, hold harmless and defend Organization its officers, directors, agents and employees against all liabilities, damages, actions, costs, losses, claims and expenses arising out of, caused or resulting from in whole or in part any claim resulting from the use of the donated motor vehicles to Safety City. This shall not be deemed a waiver of sovereign immunity or any other third party defense available to Government.

4. **NO WARRANTIES/RELEASE.** Government accepts the **ASSETS AS IS AND WHERE IS, WITH NO WARRANTIES WHATSOEVER, INCLUDING, BUT NOT LIMITED TO, THE WARRANTIES OF MERCHANTABILITY, infringement AND FITNESS FOR A PARTICULAR PURPOSE.** Government hereby releases and discharges **ORGANIZATION** from any and all liability, and from any and all damages and claims arising from any alleged defects, of any nature, whether known or unknown, relating to the Assets.

5. Government is permitted to use Organization's name and/or logo to label the donated vehicles as "Sponsored by Toyota" and to otherwise describe Organization's sponsorship.

6. Jurisdiction for this Agreement is Commonwealth of Kentucky, Fayette County.

In Witness Whereof the parties have executed this agreement at Lexington, Kentucky, the day and year first written above.

Lexington Fayette Urban County Government

BY



Jim Gray, Mayor

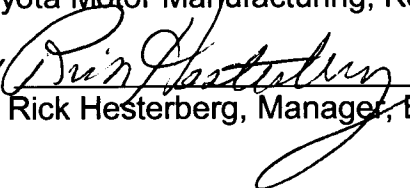
Attest:



Martha Allen, Clerk, Urban County Council

Toyota Motor Manufacturing, Kentucky Inc.

BY


Rick Hesterberg, Manager, External Affairs

ATTEST:


Nila Wells, Specialist, External Affairs

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