POPULUS

ORDER FORM

Date: **December 17**, 2019

FROM:
Populus Technologies, Inc.
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San Francisco, CA 94111
Contact: Stephanie Seki
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CUSTOMER:
Organization: Lexington-Fayette Urban County Government
Contact: Scott Thompson
Email: pthompson2@lexingtonky.gov
Phone: 859-258-3160

Check all that apply	Terminal Services	Authorized Users	Term	License Fees
____	**Populus Mobility Manager (Plus)** - Live Map of Vehicles - Vehicle Fleet Performance (incl. utilization rates) - Citywide Cap Compliance - Trip and Route Analysis (with MDS) - Equity/ Access Compliance	30 Users	Annual	$5,000/ year
X	**Populus Mobility Manager (Pro)** All of the above features, plus: -Policy design and enforcement of restricted/priced parking areas -All new features Optional Add-On: -Incident/ injury monitoring	30 users	Annual	$10,000/ year
____	**Mobility Evaluation Survey** -Deployment of comprehensive survey to mobility users -Delivery of clean data to city through Populus platform and in raw form	N/A	One survey deployment	$5,000

Description of Populus Mobility Manager:
Enterprise license for Authorized Users for the Lexington-Fayette Urban County Government ("the City" or "Customer") to access the Populus Mobility Manager analytics suite in Populus' proprietary web-based Terminal platform ("Terminal"). Populus Mobility Manager will deliver analytics to support monitoring and evaluation of mobility operators by the Customer, including the features outlined in the Terminal Services. Customer will provide data for or require that it be provided to Populus directly by the mobility operators.

Description of Customer Mobility Data to be Provided to Populus:
Customer will endeavor to provide the following Mobility Data to Populus for the purposes of utilizing the Populus Terminal for operator reporting compliance:
(1) archival reports provided to the Customer by all permitted mobility operators that are required as part of an operating permit or voluntarily by the operators.
(2) access to APIs provided to the Customer by all permitted mobility operators that are required as part of an operating permit or voluntarily by the operators.

Authorized Users
Lexington-Fayette County Parking Authority and University of Kentucky are considered authorized users under this agreement, provided that the policy regulating operators requires the ability to share data with third parties at the Customer's discretion.

TERMS
Terms of Use: By signing below, Customer agrees that this Order Form is subject to, and Customer is bound by, the Populus SaaS Terms of Service located at: https://www.populus.ai/legal/saas-terms-of-service (the "Populus Terms"). Any additional terms shall be attached to this Order Form and agreed to in writing by both parties (the "Addendum"). Unless otherwise specifically stated in an Addendum, in the event of a conflict between the Addendum and the Populus Terms, the Populus Terms shall govern.

Signature of Populus Technologies, Inc.

Printed Name: _____

Title: _____

Date: _____

Signature of Lexington-Fayette

Urban County Government

Printed Name: _____

Title: _____

Date: _____

ADDENDUM

Section 7. Customer is not considered a "validly organized business", but is an urban county government created in pursuant to KRS 67A.

Section 9. Governing law is Kentucky law and the venue is state/federal courts located in Lexington, Kentucky.