

**MODIFICATION NUMBER 001
TO CONTRACT UT 12-03TH**

This Modification Number One ("Modification") to Contract is hereby entered this 29th day of October 2018, by and between UTAH TRANSIT AUTHORITY, a public transit district organized under the laws of the State of Utah, (hereinafter "UTA") and Interactive Communications International, Inc., a Florida corporation, (hereinafter "Contractor").

RECITALS

WHEREAS, on June 28, 2013 UTA entered into a Program Manager Agreement and several related agreements (collectively the "Contract") providing FarePay card services (retail merchant channel management, card production and distribution, web sales, fulfillment and account management, and Back office account services for secure point-of-sale system for processing the sale of such products and services and maintains a prepaid product distribution network comprised of retail locations of various retailers, and

WHEREAS, the Contract has a term which expires June 28, 2019 and does not include any further options for renewals; and

WHEREAS, UTA is in the process of analyzing the fare collection system and development of a go-forward strategy, and does not anticipate a decision for a two to three year period; and

WHEREAS, UTA wishes to continue the FarePay card services until a final decision is made, and the fare collection system is procured; and

WHEREAS, UTA and the Contractor now desire to modify the Contract as set forth herein.

CONTRACT AGREEMENT

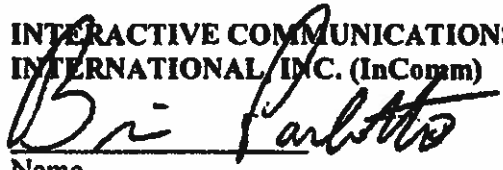
NOW, THEREFORE, on the stated Recitals, which are incorporated hereby in reference, and for and in consideration of the mutual covenants and agreements hereafter set forth, the mutual benefits to the parties to be derived here from, and for other valuable consideration, the receipt and sufficiency of which the parties acknowledge, it is hereby agreed as follows:

1. **Term:** The Contract will continue for an additional three (3) and one-half (1/2) years from June 28, 2019 until December 31, 2022.
2. **Consideration:** In consideration of extending the Contract for the period of time reflected above, the Contractor has agreed to decrease the load fee and reload fee rates (as indicated in the Separate Statements of work entered into by the Parties pursuant to the Contract) from a nine percent (9%) rate to seven percent (7%), such reduction to be effective March 1, 2019 and to continue until the end of the Contract period, December 31, 2022.

3. Other Terms Remain in Effect: All other terms and conditions of the Contract remain unchanged.

IN WITNESS WHEREOF, the parties hereto have executed and delivered the Modification as to the date written above.

INTERACTIVE COMMUNICATIONS
INTERNATIONAL INC. (InComm)



Name



Title

UTAH TRANSIT AUTHORITY:



Steve Meyer

Executive Director



David Goeres

Chief, Safety, Security and
Technology Officer



Daniel Harmuth

IT Director

Approved As to Form



Legal Counsel