

MODIFICATION NUMBER 004
TO CONTRACT UT 22-03574CG

This Modification Number Four (“Modification”) to the Contract is hereby entered into the date of the last signature by and between UTAH TRANSIT AUTHORITY, a public transit district organized under the laws of the State of Utah (hereinafter “UTA”) and Masabi LLC, (hereinafter “Contractor”).

RECITALS

WHEREAS, on August 1, 2022, UTA entered into an IT Software and Associated Services Supply Agreement (hereinafter the “Contract”) to provide interim mobile ticketing capabilities, including the delivery of a UTA branded white label mobile ticketing application powered by the Justride Retail SDK, and the ability to purchase tickets through the Transit App; and

WHEREAS, modification 001, dated December 16, 2022, the requirements for the delivery of a UTA branded while label mobile ticketing application powered by JustRide Retail SDK was removed from the statement of work; and

WHEREAS, modification 002, dated July 18, 2023, exercised the one-year option period extending the Contract from August 1, 2023 to July 31, 2024; and

WHEREAS, modification 003 dated July 15, 2024, extended the term of the Contract from July 31, 2024 to December 31, 2024; and

WHEREAS, UTA and the Contractor hereby desire to extend the term of the Contract for a further two year period commencing on January, 1 2025; and

WHEREAS, the Contractor has provided a proposal for an increase in its costs applicable to the extension of the Contract term; and

WHEREAS, UTA has accepted the proposal for the increased costs and the extension of the Contract term.

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. **SOFTWARE AND ASSOCIATED SERVICES TO BE PROVIDED BY CONTRACTOR**

The following assumptions have been proposed and accepted and become a part of the Contract:

- 2.0% Revenue Share Commission **increases** to 2.75% for Year 1 and to 3.0% for Year 2
- 5.0% Payment Processing Fee for Interchange and Assessment **remains the same.**
- \$0.06 per transaction Fee for Gateway and Acquiring **remains the same.**
- **Additional** Platform Support Fee of \$1,500 per month for Year 1 and \$2,000 per month for Year 2, & Transit Ticketing Implementation of \$4,200 per month for Year 1 and \$4,600 per month for Year 2.
- Masabi proposes implementing InComm Payments functionality, which is not currently accessible to UTA, **at no charge.** InComm Payment Processing Fee passthrough fee is 5.0%.
- Masabi proposes implementing Partner Portal functionality, which is not currency accessible to UTA, **at no charge.**

2. TERM: The Contract term is hereby extended for a further two year period commencing on January 1, 2025 through December 31, 2026.

3. COMPENSATION AND FEES: The above cost have been accepted for the two-year period, including the option items are shown in Exhibit B Pricing.

4. 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.

MASABI LLC (Masabi):

UTAH TRANSIT AUTHORITY:

Signed by:

Brooke Duffy

12/2/2024

Brooke Duffy

VP of Customer Experience

Jay Fox

Executive Director

Monica Howe

Fares Director

Approved As To Form

DocuSigned by:

Mike Bell

Mike Bell

UTA Legal Counsel

**EXHIBIT B
PRICING**

Mobile Ticketing Program Changes for Modification 004					
Item Description 1	Unit	Quantity	Unit Cost	Extended Cost	Currency
Operation Base Costs Year 1					
Transaction Revenue Share to Masabi	%	\$4,163,768.23	2.75%	\$114,503.63	USD
Retail Network (not elected)	%			\$0.00	USD
IC/Assessment estimate	%	\$4,163,768.23	5.00%	\$208,188.41	USD
Gateway + Acquiring estimate	\$	881799	\$0.06	\$52,907.96	USD
Transit Ticketing Integration Year 1	Month	12	\$4,200.00	\$50,400.00	USD
Platform Support Fee	Month	12	\$1,500.00	\$18,000.00	USD
Subtotal Operation Base Costs Year 1				\$444,000.00	USD
Operation Base Costs Year 2					
Transaction Revenue Share to Masabi	%	\$4,550,827.85	3.00%	\$136,524.84	USD
Retail Network (not elected)	%			\$0.00	USD
IC/Assessment estimate	%	\$4,550,827.85	5.00%	\$227,541.39	USD
Gateway + Acquiring estimate	\$	945,563	\$0.06	\$56,733.77	USD
Transit Ticketing Integration Year 2	Month	12	\$4,600.00	\$55,200.00	USD
Platform Support Fee	Month	12	\$2,000.00	\$24,000.00	USD
Subtotal Operation Base Costs Year 2				\$500,000.00	USD
Total estimated cost year 1				\$444,000.00	USD
Total estimated cost year 2				\$500,000.00	USD
Total estimated cost years 1 and 2				\$944,000.00	USD