

## **MODIFICATION NUMBER 002**

### **TO CONTRACT UT 12-03TH**

This Modification Number Two (002) (“Modification”) to Contract UT 12-03TH will become effective on the day of the final UTA signature., 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 (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 an amended term which expires on December 31, 2022; and

WHEREAS, UTA is in the process of procuring a new electronic fare collection system, and does not anticipate being up and running on the new system for two or three years; and

WHEREAS, UTA wishes to continue the FAREPAY card services until this new fare collection system is procured and implemented; and

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

### **CONTRACT MODIFICATION NO. 2**

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 be extended for an additional three years from January 1, 2023 until December 31, 2025.
2. Termination: The Contract can be terminated for convenience by UTA at any time after the first 15 months with 90 days written notice at no additional liability to UTA.
3. Consideration: In consideration of increasing costs and a significant decrease in UTA Ridership numbers, UTA agrees to pay the Contractor a support fee of \$20,000.00 per month throughout the remainder of the current contract term tentatively starting July 1, 2022 and ending December 31, 2022.

Furthermore, in consideration of extending the contract for an additional 3 years, UTA agrees to pay the Contractor an ongoing support fee of \$20,000.00 per month throughout the extended contract period described in paragraph one above, commencing on January 1<sup>st</sup>, 2023, and continuing thru December 31, 2025.

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.

INTERACTIVE COMMUNICATIONS  
INTERNATIONAL, INC. (InComm):



Brian Parlotto  
Executive Vice President

Date June 7, 2022

UTAH TRANSIT AUTHORITY:

Jay Fox  
Executive Director

Date

Alisha Garrett  
Chief Enterprise Strategy Officer

Date

Kyle Brimley  
IT Director

Date

DocuSigned by:



361F16F838704A9...

Mike Bell  
UTA Legal Counsel

Date 6/8/2022