

MASTER TERMS AND CONDITIONS FOR VIA TRANSIT AS A SERVICE

THESE MASTER TERMS AND CONDITIONS FOR VIA TRANSIT AS A SERVICE (these “**Terms and Conditions**” or this “**Agreement**”, or this “**Contract**”) are entered into as of the effective date designated on the signature page hereto (the “**Effective Date**”) between River North Transit LLC, a Delaware limited liability company with its principal office located at 160 Varick Street, 4th Floor, New York, NY 10013 (“**Service Provider**”), and the City of Valdosta (“**Customer**”). Defined terms have the meaning given to them in Section I(M)(11) or in the Section in which they first appear.

- WHEREAS, Customer desires to obtain On-Demand Rideshare Services; and
- WHEREAS, Via Transportation, Inc. (“**Via**”), the parent company of Service Provider, is the developer and owner of a proprietary technology platform and certain related systems and methods used to establish, monitor, operate and/or manage On-Demand Rideshare Services (the “**Via Solution**”) that it uses to provide customers with technology and technology enabled integration services, acting as a broker coordinating the services of third party service providers to effectuate public or private transportation networks (collectively, the “**Services**”), and the Service Provider is willing to undertake such Services for Customer in exchange for the consideration hereinafter specified; and
- WHEREAS, Customer shall be solely responsible for meeting the Federal Transit Administration (“**FTA**”) requirements and for Service Provider’s performance under the contract; and
- WHEREAS, Customer has evaluated and accepted Service Provider’s responses to the Request For Qualifications #03-20-21 (“**RFQ**”) and all of the documents related thereto; and
- WHEREAS, The purpose of these Terms and Conditions is to provide a framework under which Service Provider will provide to Customer the Services. These Terms and Conditions shall govern the provision of Services by Service Provider to Customer as described in the service order attached hereto and any other service order signed by Service Provider and Customer (each, an “**Order**”).

NOW THEREFORE, IN CONSIDERATION of the covenants and agreements hereinafter contained and subject to the terms and conditions hereinafter stated, the parties hereto do mutually agree as follows:

I. Scope of Services

All Services provided under the terms of this Contract are to conform in every respect to the following documents:

1. This Contract;
2. The Order, attached hereto as Exhibit "A"; and