

May 18, 2019

Catherine Nelson, Vice President and General Counsel
Blue Cross and Blue Shield of Illinois
300 E. Randolph Street
Chicago, IL 60601

Re: Partial Extension of Sponsorship Agreement for Transition Purposes

Dear Ms. Nelson:

This letter, effective as of May 15, 2019, memorializes the below-stated parties' agreement for the continuation of a partial extension of the term of that certain Sponsorship Agreement, dated as of May 1, 2014 (the "Agreement"), between the City of Chicago and Blue Cross and Blue Shield of Illinois, a division of Health Care Service Corporation, a Mutual Legal Reserve Company ("BCBSI"), for the purpose performing transition activities regarding replacement of the BCBSI Marks currently licensed under the Agreement. This letter extends the Agreement on the terms described herein until completion of transition activities, but in no event later than August 31, 2019.

The City and Motivate will remove BCBSI Marks and introduce non-BCBSI-branded equipment and materials (including, Lyft branded equipment and materials) only in accordance with the terms of the Agreement, this letter extension, and the dates stated in the transition plan attached hereto as Exhibit A ("Transition Plan"). Any material change in the dates listed in the Transition Plan will require the written consent of BCBSI; provided, however, that the City and Motivate may complete any activities in the Transition Plan earlier than the respective estimated completion date set forth therein without the consent of BCBSI.

The City and Motivate acknowledge that the planned expansion of the bicycle sharing system will include the addition of pedal assisted bicycles ("E-Bikes"). The City and Motivate hereby represent that (i) no E-Bikes or new non-BCBSI-branded bikes (together "New Bikes") will be deployed into the System prior to July 1, 2019, or such later date as the Transition Plan with respect to existing bikes actually commences; (ii) no more than 500 New Bikes will be deployed into the System prior to the completion of the Transition Plan; and (iii) New Bikes, if any, deployed prior to the completion of the Transition Plan will be deployed in areas of the City with little or no System coverage and will be returned to such areas in the normal course of rebalancing.

For the avoidance of doubt, the foregoing limitation on the introduction of, or rebranding of, equipment and materials does not constitute a full extension of the exclusive rights granted to BCBSI under Section 2.1 of the Agreement, nor does it create any further obligations on the part of BCBSI to pay any additional or prorated Sponsorship Fees under Article IV of the Agreement. This letter agreement does not alter or impair any provisions of the Agreement that are by their terms intended to extend beyond expiration of the Agreement, including, without limitation, the Indemnification and Insurance obligations in Article VII which shall continue until the completion of the Transition Plan.

The parties hereby agree to this partial extension.

CITY OF CHICAGO

BLUE CROSS AND BLUE SHIELD OF ILLINOIS

By: 

By: _____

Print Name: _____

Print Name: _____

Title: Chief Financial Officer

Title: _____

MOTIVATE INTERNATIONAL INC.

By:

Print Name:

Title:

The parties hereby agree to this partial extension.

CITY OF CHICAGO

BLUE CROSS AND BLUE SHIELD OF
ILLINOIS

By: _____

By: _____

Print Name: _____

Print Name: _____

Title: Chief Financial Officer

Title: _____

MOTIVATE INTERNATIONAL INC.

By: 

Print Name: JULES FLYNN

Title: HEAD OF OPERATIONS

The parties hereby agree to this partial extension.

CITY OF CHICAGO

BLUE CROSS AND BLUE SHIELD OF ILLINOIS

By: _____

By: Catherine Nelson

Print Name: _____

Print Name: Catherine Nelson

Title: Chief Financial Officer

Title: VP and General Counsel

MOTIVATE INTERNATIONAL INC.

By:

Print Name:

Title:

Exhibit A

BCBSIL Brand Asset	Action	Estimated Start Date	Estimated Completion Date
BIKES			
Pedal Bike front basket decal (Qty 5500+)	Uninstall old decal/reinstall new	7/1/2019	8/31
Pedal Bike left fender decal (Qty 5500+)	Uninstall old decal/reinstall new	7/1/2019	8/31
Pedal Bike right fender decal (Qty 5500+)	Uninstall old decal/reinstall new	7/1/2019	8/31
Pedal Bike "pie piece" on fender (Qty 5500+ times 2, one left, one right)	Uninstall old decal/reinstall new	7/1/2019	8/31
PANELS			
Map Panels (Qty 613)	Cover-up with a sticker	7/1/2019	8/31
D4E Ads for Ad Panels (Qty 150)	Design version w/o logo, print + install	7/15/2019	8/31
Divvy Single Ride Ad Panels (Brunch) (Qty 250)	Design version w/o logo, print + install	7/15/2019	8/31
Divvy Single Ride Ad Panels (Skyline) (Qty 250)	Design version w/o logo, print + install	7/15/2019	8/31
MARKETING MATERIALS			
D4E Poster [English] 2 versions (Qty 1000)	Design + print version w/o logo	7/15/2019	8/31
D4E Poster [Spanish] 2 versions (Qty 1000)	Design + print version w/o logo	7/15/2019	8/31
D4E Brochures	Design + print version w/o logo	7/15/2019	8/31
VEHICLES			
Vehicle Wrap - 2015 Mercedes Sprinter (Qty 1)	Uninstall old wrap/reinstall new	6/24/2019	8/31
Vehicle Wrap - 2015 Nissan NV200 (Qty 1)	Uninstall old wrap/reinstall new	6/24/2019	8/31
Vehicle Wrap 2013 Nissan NV2500 (Qty 1)	Uninstall old wrap/reinstall new	6/24/2019	8/31
Vehicle Wrap - 2015 Ford Transit 3500 high roof (Qty 1)	Uninstall old wrap/reinstall new	6/24/2019	8/31
Vehicle Wrap - 2017 Ford Transit 3500 medium roof (Qty 5)	Uninstall old wrap/reinstall new	6/24/2019	8/31
Vehicle Wrap - 2018 Ford Transit 3500 (Qty 10)	Uninstall old wrap/reinstall new	6/24/2019	8/31
DIGITAL			
Web Footer on divvybikes.com	Remove logo	6/24/2019	7/31
About page on divvybikes.com	Remove section	6/24/2019	7/31
Partners page on divvybikes.com	Remove logo	6/24/2019	7/31
App start screen - switch out / photoshop photo so BCBSIL logo isn't there	Replace photo / remove logo	6/24/2019	7/31
Marketing Photos			
Photos (new photoshoot)	New photo shoot	6/28/2019	8/31
Use of photos - web	Update w/ new photos	7/15/2019	8/31
Use of photos - email	Update w/ new photos	7/15/2019	8/31
Use of photos - app	Update w/ new photos	7/15/2019	8/31
Use of photos - social	Update w/ new photos	7/15/2019	8/31
Use of photos - City of Chicago channels	Provide new photos for use	7/15/2019	8/31