

Replica Charter Customer Program Terms (Metro)

Replica is a high-fidelity, synthetic representation of travel-related outcomes that can improve the monitoring and planning of transportation and land use systems. Replica is currently being offered as a software-as-a-service as part of our Charter Customer Program. This document summarizes the terms of the Charter Customer Program.

Product Acceptance	Payment for the initial service period covered by the Charter Customer Program is not due until Replica meets the quality standards set forth in the Acceptance Criteria ¹ . Sidewalk Labs and the lead agency will jointly agree to the Acceptance Criteria prior to contract execution. Lead agency will determine if Replica meets quality standards set forth in the Acceptance Criteria.								
Cost	<p>The Charter Customer Program for the Metro (Portland, OR region) will be:</p> <ul style="list-style-type: none"> • <u>All-regional access</u>. The lead agency, Metro, enters into a single contract that provides every public agency operating exclusively within the region² access during the initial service period. Those agencies will share in product costs, with Metro responsible for payment to Sidewalk Labs. <p>The initial service period cost for the proposed agreement is as follows:</p> <table data-bbox="487 651 1136 924"> <tr> <td><i>Agreement Type:</i></td> <td>All-region</td> </tr> <tr> <td><i>Agreement Price per Resident:</i></td> <td>\$0.20 (All-region)</td> </tr> <tr> <td><i>Relevant Resident Population:</i></td> <td>2,296,500</td> </tr> <tr> <td><i>Initial Service Period Cost:</i></td> <td>\$457,300</td> </tr> </table> <p>Payment is due in quarterly installments beginning after Product Acceptance. The first quarterly payment will be \$150,000; the remaining three quarterly payments will be \$102,433.33.</p>	<i>Agreement Type:</i>	All-region	<i>Agreement Price per Resident:</i>	\$0.20 (All-region)	<i>Relevant Resident Population:</i>	2,296,500	<i>Initial Service Period Cost:</i>	\$457,300
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Term	The initial service period term is one (1) year , commencing upon the lead agency's determination that Replica meets the Acceptance Criteria.								
Expected Delivery*	Trial delivery expected Quarter Four (Oct-Dec), 2018. Initial service period expected Quarter One (Jan-Mar), 2019.								
Cost Certainty	For the calendar year starting at the end of the initial service period , Replica will be available to agencies in the region on an <i>individual-agency basis</i> at a price of \$0.12 per resident in their service area for a one (1) year subscription.								

¹ Example Acceptance Criteria.

* Based on order of receipt of final agreement

² "The Region" is defined as the four counties of Multnomah (OR), Washington(OR), Clackamas (OR), and Clark (WA)

Replica Features	<p>Replica will include the following features:</p> <p><i>Days of the week</i>³: Mon, Tue, Wed, Thu, Fri, Sat, Sun</p> <p><i>Frequency of Updates</i>: Seasonal as follows: (1) Jan, Feb, Mar; (2) Apr, May, Jun; (3) Jul, Aug, Sep; (4) Oct, Nov, Dec</p> <p><i>Means of Travel</i>: Private automobile, public transit, walk, bicycle, on-demand automobile</p> <p><i>Coverage Area</i>: Multnomah (OR), Washington (OR), Clackamas (OR), and Clark (WA) counties</p> <p><i>Spatial Fidelity</i>: Transportation/Micro analysis zone, Census block group, and Census tract</p> <p><i>Temporal Fidelity</i>: Every minute</p> <p><i>Access</i>:</p> <ul style="list-style-type: none"> • Secure, hosted web service accessible via Google's free Chrome browser. All data hosted via the web service will be available for download through the service. • Sidewalk web application which will also allow access to the data via an online visualization tool. • Quarterly bulk download of Region data, available upon request.
Customer Expectations	<p>As part of the Charter Customer Program, Sidewalk asks the lead agency to coordinate and champion data collection and retrieval efforts that assist in both improving Replica and facilitating <u>Acceptance Criteria</u> assessments.</p> <p>Authorized users will have ability to:</p> <ul style="list-style-type: none"> • combine Replica with other data sources • download and store Replica within their information systems • cite Replica as a primary data source in analyses and publications • create and disseminate derivative products, as needed, as determined by the authorized users • incorporate Replica data into web applications, both public and private-facing

³ Days are defined as circadian, starting at 3 am and ending at 2:59 am the next day.

<p>Authorized Users</p>	<p>All employees of the following agencies will be given access to Replica during the initial service period:</p> <ul style="list-style-type: none"> ● Oregon Cities: Beaverton, Cornelius, Durham, Fairview, Forest Grove, Gladstone, Gresham, Happy Valley, Hillsboro, Johnson City, King City, Lake Oswego, Maywood Park, Milwaukie, Oregon City, Portland, Rivergrove, Sherwood, Tigard, Troutdale, Tualatin, West Linn, Wilsonville, Wood Village, ● Washington Cities: Battle Ground, Camas, La Center, Ridgefield, Vancouver, Washougal, Woodland, ● Counties: , Multnomah (OR), Washington (OR), Clackamas (OR), Clark (WA) ● Other agencies: Metro. Southwest Washington Regional Transportation Commission, TriMet, C-TRAN, South Metro Area Regional Transit, Oregon Department of Transportation. Portland State University, University of Oregon <p>For the purposes of this agreement, Metro is the lead agency.</p>
<p>Customer Support</p>	<p>Sidewalk Labs will provide the following customer support during the initial service period:</p> <ul style="list-style-type: none"> ● Quarterly, on-premises, two-hour training sessions open to <u>Authorized Users</u>; ● Monthly, on-premises, meeting with lead agency to discuss product updates, customer questions, and other issues. ● On-demand access to customer success staff via email, telephone, and/or other customer support channels open to <u>Authorized Users</u>. Every support request will be responded to within one business day. ● A data dictionary including a name and description of all tables and fields included in the database, as well as information on the type, format, and length of each data element. Updates are included, as they become available. ● A methodology document describing the data sources and analysis methods used to create the database, updated as methods and data sources change. Updates are included, as they become available.

As indicated by my initials below, I agree in principle to the above terms and will work in good faith to formally execute a Charter Customer agreement. This term sheet is not an offer, nor is it a contract binding upon either party.

 

[Name], Metro

Date

[Name], Sidewalk Labs

Date