



August 25, 2017

Kari Bloedow
Waukesha Metro Transit Commission
2311 Badger Drive
Waukesha, WI 53188

Re: Regulatory Update Acknowledgement

Dear Kari,

We appreciate your continued patronage as a client ("Client") of Fidelity Information Services, LLC (together with its subsidiaries and affiliates, "FIS"). We are writing to address recent regulatory trends in the payments business and to ensure that our continued provision of payments services is clearly defined. As described in the PayDirect Services Supplement to the Biller Solutions Services Agreement between you and FIS ("Agreement"), FIS transmits files related to your credit card, debit card, electronic benefits transfer and/or electronic check transactions for authorization and settlement through FIS's certified payment processor(s) (each, an "Approved Processor") during the process of facilitating your acceptance of payments from your Customers ("Customer Payments").

As part of this settlement process, Link2Gov Corporation ("Link2Gov"), an Approved Processor and FIS affiliate, may, as your agent, receive and temporarily hold Customer Payment funds. Certain states have come to require this "Agent of the Payee" relationship to be formally represented in the Client contract. FIS has an obligation under the Agreement to comply with the law in our continued provision of services.

Therefore, through this letter and your return acknowledgement, we wish to clarify with regard to the Customer Payments and the Agreement that Link2Gov or any other Approved Processor shall be expressly joined as a party to the Agreement for the limited purpose of the following enumerated statements 1 – 4, and such enumerated statements shall become part of the Agreement as clarifying statements of the payment processing relationship formed by the Agreement):

1. The funds comprising the Customer Payments are Client's property.
2. Link2Gov (or any other Approved Processor) is acting as Client's authorized agent for the limited purpose of receiving Customer Payments from Customers on the Client's behalf and Client expressly authorizes Link2Gov (or any other Approved Processor) to receive Customer Payment funds on Client's behalf.
3. Payment from Customer to Link2Gov (or any other Approved Processor) shall be considered payment to Client, extinguishing Customer's payment obligation to the Client (in the amount paid by Customer) as if the Customer had paid the Client directly. Such is the case even if the Customer Payments are not received by Client from Link2Gov (or any other Approved Processor).
4. FIS, and not the individual Customer, is solely liable to Client for Customer Payment funds if Link2Gov (or any other Approved Processor) fails to remit Customer Payment funds to Client.

These statements do not change the nature of the relationship between the parties, nor any of the processes, procedures, or means by which FIS performs the payment services under the Agreement. In addition, all rights and benefits of FIS under the Agreement, including rights of indemnity and limitation of liability, shall also run to Link2Gov (or any other Approved Processor). Rather, this letter is to allow us to comply with the requirement that these items be specifically set forth in writing between the parties. Further,

these statements only apply if, and to the extent that, Link2Gov (or any other Approved Processor) actually holds Customer Payment funds under an FIS services agreement.

Therefore, please have an authorized signor acknowledge the receipt and acceptance of the terms of this letter in the signature blank below. Please return an executed version of this letter no later than November 25, 2017 to avoid any potential suspension of service.

You may email the acknowledgement to Liz.Eber@fisglobal.com, or mail it to:

Elizabeth Eber
FIS
601 Riverside Avenue
Jacksonville, FL 32204

If you have any questions, please contact Nathan Friedman, Operations Manager, FIS Biller Solutions at (615) 665-6723.

Sincerely,



Helen Justice
Fidelity Information Services, LLC

ACKNOWLEDGED AND AGREED BY:

Waukesha Metro Transit Commission

Link2Gov Corporation



Signature

Signature

Printed Name and Title

Helen Justice
Business Line Executive

Date

August 25, 2017