ADDENDUM No. 1
to the
MEMORANDUM OF UNDERSTANDING
between the
MASSACHUSETTS DEPARTMENT OF PUBLIC UTILITIES
and
Zemcar Inc,
REGARDING CERTIFICATION AND OVERSIGHT OF
TRANSPORTATION NETWORK DRIVERS

WHEREAS, on **Aug 1, 2017** the Commonwealth of Massachusetts, Department of Public Utilities ("Department"), with offices at 1 South Station, 5th Floor, Boston, Massachusetts 02110, acting by and through its Chairman, Angela M. O'Connor, and **Zemcar Inc**, ("Company"), **a Delaware Corporation**, with offices at **30 Hartford Street, Bedford MA 01730** acting by and through **Bilal Khan, President Zemcar**, entered into a Memorandum of Understanding regarding certification and oversight of Transportation Network Drivers ("Memorandum");

WHEREAS, the Memorandum establishes background check requirements and an appeals process for the Company's Transportation Network Drivers ("Drivers");

WHEREAS, on September 8, 2017, the Department promulgated Final Transportation Network Companies Regulations at 220 CMR 274.00 ("Final TNC Regulations") effective September 22, 2017;

WHEREAS, the requirements for a Driver background check and a Driver appeal process as set forth in the Memorandum differ in material respects from the Final TNC Regulations;

WHEREAS, Section 13 of Chapter 187 of the Acts of 2016 ("Act") requires a TNC to apply for a TNC Permit within 120 days from September 22, 2017and allows the Company to provide Transportation Network Services without a Transportation Network Company Permit during that 120 day period of time;

WHEREAS, to promote the Act's goals of furthering the public interest, promoting public safety, and supporting innovation and economic growth, the Company and the Department agree to update the Memorandum's Driver background check requirements and appeals process;

Now, therefore, in consideration of mutual covenants herein contained and for other good and valuable consideration, the sufficiency of which is hereby acknowledged, the Department and the Company agree as follows:

1. Background Check Requirements.

   (a) In the Memorandum, all references to **Exhibit A—Disqualifying Conditions**, are hereby deleted and replaced with 220 CMR 274.21.

   (b) In the Memorandum, Section 5(b) is hereby deleted and replaced with 220 CMR 274.21

2. Driver Appeals Process.

   (a) In the Memorandum, Section 6 is hereby deleted and replaced with 220 CMR 274.15.

3. Expiration.

   (a) In the Memorandum, Section 23(a), the words "shall remain in effect as to each signatory until the date of the Department's promulgation of regulations under G.L. c. 159A½" are deleted and replaced with the following language: "shall remain in effect as to each signatory until 120 days after September 22, 2017, or until such time as the Division acts on the Company's timely filed application for a TNC Permit, whichever is later, at which point in time the Company shall not provide Transportation Network Services without a Transportation Network Company Permit issued by the Department's Transportation Network Company Division. "

   (b) The company shall be subject to all requirements under Final TNC Regulations, not otherwise provided for in the Memorandum or this Addendum, no earlier than the date of the Memorandum's expiration as provided for under Section 3(a) of this Addendum. In the event of any conflict or inconsistency between the Memorandum and this Addendum and any Final TNC Regulations the Memorandum and this Addendum shall control.

4. Terms of Original Memorandum.

All other terms and conditions of the original Memorandum not modified in this Addendum No. 1 shall remain in full force and effect and be considered incorporated herein as part of the Addendum No. 1 to the Memorandum.

In witness whereof, the following officials have caused their duly authorized representatives to execute this Addendum No. 1 to the Memorandum of Understanding, as follows:

Massachusetts Department of Public Utilities

Angela M. O'Connor
Chairman
Date: 9.22.17

Zemcar Inc.

Bilal Khan
President Zemcar
Date: 9/22/2017