



CITY OF FORT PIERCE
SCOOTER SHARE PROGRAM

RFP NO. 2021-010

ADDENDUM NO. 1

The purpose of this addendum is to respond to questions submitted by potential bidders for clarification of the proposal specifications and to extend the proposal due date.

- 1. QUESTIONS:** Was there a mandatory site visit for this bid and if so, what is required of vendors in our submission/response with regards to the site visit?

ANSWERS: **This is a typo, there we not a mandatory site-visit scheduled for this solicitation. See revised proposal document, attached.**
- 2. QUESTIONS:** Reference: Page 1, cover page Delivery in _____ days, ARO what does the vendor include in the space provided?

ANSWERS: **ARO stands for "After receipt of order" this is not applicable for now, please type in N/A.**
- 3. QUESTION:** Reference: Page 1 cover page – Bid Security – Is Bid Security required for this bid?

ANSWER: **No bid security is required.**
- 4. QUESTION:** For this bid, the only document that requires manual signature is the cover page, correct?

ANSWER: **No. The cover page and all of the forms now listed in Section V of the proposal document (see attached REVISED proposal document).**
- 5. QUESTION:** Reference: Page 6-17 Drug -Free Workplace (DFW) Can you provide the Drug Free Workplace Certification Form?

ANSWER: **Please see attached, REVISED proposal document, Section V - Forms**
- 6. QUESTION:** Reference: Page 9-13 Insurance- What are the insurance coverages and limits required for this bid?

ANSWER: **Please see attached, REVISED proposal document, Section II Insurance Requirements.**
- 7. QUESTION:** Reference: Page 11.1 Proposal Opening- Bearing in mind current social distancing measures vary by state, will the City consider modifying it's submission requirements to an online submission through the Demandstar.com portal or via email?

ANSWER: You may submit your proposal response electronically to: procurement_dl@cityoffortpierce.com no later than 3pm EST, January 4, 2021. If you decide to use this submission option, please note your entire submission must be submitted electronically. Please do not mail hard-copies.

8. **QUESTION:** Reference Page 12:3 Minority Participation and Outreach Program- Is Minority and Woman Owned Business Enterprise (M/WBE) participation required for this bid?

ANSWER: No, it is not required. If you have a Minority Participation and Outreach Program please provide the information as required, if you do not have this program state N/A.

9. **QUESTION:** Is the Firm/vendor required to be licensed to do business in the State of Florida upon bid submission or upon bid award?

ANSWER: Upon bid award.

10. **QUESTION:** As it is a significant investment and this is a competitive bid process, we typically do not secure the local facility from which we will operate until after bid award. We are happy to provide this location upon contract negotiation to ensure compliance with this requirement and good faith effort. With this said, what should we provide here that is satisfactory given the scope of services?

ANSWER: Proposers are not expected to secure a local facility prior to bid award. A brief description of the type of facility that you typically operate from, proximity to scooter locations and any other relative information about the prospective facility will suffice for the proposal.

11. **QUESTION:** Reference: Page 18: H. Proposal Format and Presentation, Technical Proposal- Elements of the Micromobility Program, d) Revenue Share with the City of Fort Pierce – Could the City please elaborate on the desired revenue share agreement?

ANSWER: The terms of the revenue share should be proposed by the firm based on their assumptions or projections; it will ultimately be negotiated as part of the agreement.

12. **QUESTION:** Reference: Page 18. H Proposal Format and Presentation, 2 Equipment and Safety, C) Describe the process private property owners will use to request speed limits, no ride zones- Could the City please elaborate on the intention for this question? It is our understanding that vehicles will only be deployed and operate in approved locations with City-required parameters for speed, riding and parking?

ANSWER: During the pilot program, the City received concerns from citizens received concerns from citizens regarding rate of speed, trespassing on private property, etc. In some cases, those issues were rectified through the ability to create “no ride zones” and alter the speed limits in certain areas. How would your firm handle those type of complaints?

13. QUESTION: Reference Page 20: I Evaluation Criteria, Qualifications and Experience- Are vendors interested in submitting a response to this bid required to have been Operating in the City of Fort Pierce previously in order to receive points towards this evaluation criteria?

ANSWER: **No. The Firms will be evaluated on their experience with similar Municipalities and whether or not they are currently operating a scooter share program, regardless of the location.**

14. QUESTION: Other than the fees associated with submission, are there any fees or charges to the vendor to operate within the City of Fort Pierce?

ANSWER: **There is no fee associated with submission. The selected vendor will need to have a valid Business Tax Receipt with City of Fort Pierce.**

15. QUESTION: With respect to Scorecard Section I “Evaluation Criteria”, considering that the Evaluation Criteria seems to be following the Proposal Format and Presentation (see point H), could you please clarify the following issues: the first 20 points are graded against “Qualifications and Experience”, does this section refer to the Letter of Submittal? If not, to which section and question does it refer to? Additionally, for your ease of reading, where should Proposer’s address the “Qualification and Experience” criteria: Letter of Submittal, Technical Proposal or Management Proposal?

ANSWER: **The Evaluation Committee will rate the firm based on their overall Qualifications and Experience. This can be addressed in the Management Proposal: Experience of the Firm, as well as the Letter of Submittal.**

16. QUESTION: Within the Management Proposal Evaluation Criteria we see “Ability to respond to citizen/duty complaints”. However, although It is an Evaluation Criteria for the Management Proposal, it is not Part of a specific question in the Management Proposal. Should the above be addressed within Management Proposal Section 1 b) Customer Service?

ANSWER: **Yes**

17. **QUESTION:** With reference to Section G “Commitment of Firm Key Personnel”, we understand the Respondents can identify Key Personnel either in their submittal or during contract negotiation- can you please clarify whether the fulfilment of this particular provision is necessary at this initial stage?

ANSWER: The key personnel can be identified during the contractual negotiations. The Respondent agrees that key personnel identified in the submittal or during contract negotiations as committed to this project will, in fact, be the key personnel to perform during the life of this contract.

18. **QUESTION:** Can you please clarify the extent of the commitment and the information to be provided?

ANSWER: It is important that the City be made aware of key personnel changes with relation to this contract. This information can be determined during contractual negotiations and mutually agreed upon. If there are key personal changes after the contract is executed, the City shall be notified of the change(s).

19. **QUESTION:** With regard to Facility (Letter of Submittal point (c) and Article “28 Facilities “, can you please clarify whether Proposers have to disclose their chosen facility at this stage? If so, do you have any preference with the choice of facility? Alternatively, if bound to do at this stage, are proposers free to choose where to choose their facility?

ANSWER: Proposers are not expected to secure a local facility prior to bid award. A brief description of the type of facility that you typically operate from, proximately to the scooter locations and any other relative information about the prospective facility will suffice for the proposal.

20. **QUESTION:** What was ridership like during Fort Pierce’s pilot?

ANSWER: See attached the Ridership Report, July 2020.

All other conditions of this bid remain the same.

Please acknowledge receipt of this addendum and include it with your submittal.

Signature: _____

Manual

Signature: _____
Typed or Printed

Tyler Sutley

Company Name: _____

VerveS

Address: _____

643 Anchor Street Philadelphia PA 19120

Date: _____

December 28, 2020

/gm

**Attachments: Revised Proposal Document
 Ridership Report July 2020**

December 17, 2020



CITY OF FORT PIERCE
SCOOTER SHARE PROGRAM

RFP NO. 2021-010

ADDENDUM NO. 2

The purpose of this addendum is to extend the proposal due date from 3:00 P.M., December 22, 2020 to:

3:00 P.M., MONDAY, JANUARY 4, 2021

All other conditions of this bid remain the same.

Please acknowledge receipt of this addendum and include it with your submittal.

Signature: _____


Manual

Signature: _____

Tyler Sutley

Typed or Printed

Company Name: _____

VerveS

Address: _____

643 Anchor Street Philadelphia PA 19120

Date: _____

December 28, 2020

/gc

DELIVER TO:
City of Fort Pierce, Purchasing Division
Room 101
100 North U.S. #1
Fort Pierce, FL 34950

MAIL TO:
City of Fort Pierce Purchasing Division,
Room 101
P.O. Box 1480
Fort Pierce, FL 34954-1480

CITY OF FORT PIERCE



**INVITATION TO BID
and
BIDDER ACKNOWLEDGMENT**

Bid Writer: Latonya Hubbard, 772-467-3102

Bid No: 2021-010

Mandatory Site-Visit:
WEDNESDAY, NOVEMBER 18, 2020

Bid Title:
SCOOTER SHARE PROGRAM

Mandatory Site-Visit Location:

N/A

Bid Opening Location:
City of Ft. Pierce Purchasing Division
Room 101
100 North U.S. #1, 1st Floor
Ft. Pierce, Florida 34950

Bid Due Date & Time:

3:00 PM, TUESDAY, DECEMBER 22, 2020

If you need any reasonable accommodation for any type of disability in order to participate in this procurement, please contact this department as soon as possible.

Bidder Name:
Tyler Sutley

I hereby certify that this bid is made without prior understanding, agreement, or connection with any corporation, firm, or person submitting a bid for the same materials, supplies or equipment, and is in all respects fair and without collusion or fraud. I agree to abide by all conditions of this bid and certify that I am authorized to sign this bid for the bidder.

Mailing Address:
643 Anchor Street

X 
Authorized Signature (Manual)

City, State, Zip Code:
Philadelphia PA 19120

Typed or Printed Name: Tyler Sutley

Type of Entity (Select one):
Corporation
Partnership
Proprietorship

Title: Director of Sales

Incorporated in the State of: Delaware **Year:** 2018

Delivery in N/A **days, ARO**

Phone Number: 609-703-0970

Payment Terms: Net 30 Days

Fax Number:

FEIN or SS Number: 83-2064767

E-Mail Address: tylersutley@vervescooter.com

Local Business: Y N **MWBE:** Y N

Bid Security is attached, when required, in the amount of \$ N/A
F.O.B. DESTINATION

If returning as a "No Bid" state reason:

THIS PAGE MUST BE COMPLETED AND RETURNED WITH YOUR BID

CITY OF FORT PIERCE PROPOSER'S CHECKLIST



This checklist is provided to assist each Proposer in the preparation of their proposal response. Included in this checklist are important requirements, which is the responsibility of each Proposer to submit with their response in order to make their response fully compliant. This checklist is only a guideline~ it is the responsibility of each Proposer to read and comply with the Request for Proposal in its entirety.

Check "Yes" or "No" to each of the following:

	YES	NO
Is Request for Proposal cover page (page 1) completed, signed and attached?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
All prices have been reviewed for mathematical accuracy, all price corrections initialed, and all price extensions and totals thoroughly checked.	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Include proof of proper licensing as stated in proposal documents. (NOT APPLICABLE).	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Include proof of proper insurance and if we are selected, agree to meet the City's insurance requirements, as stated in proposal documents (NOT APPLICABLE).	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Proposal envelope is marked accordingly.	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Are seven (7) complete proposal packages included (one original and six copies) and one electronic copy (PDF) on a USB Flash Drive of sealed proposals?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Is each Addendum (when issued) signed and included?	<input checked="" type="checkbox"/>	<input type="checkbox"/>

PLEASE SIGN AND RETURN WITH PROPOSAL _____



Due Date:

December 22, 2020

Contact info:

Tyler Sutley

643 Anchor Street Philadelphia PA 19120

(609) 703-0970

tylersutley@vervescooters.com

SCOOTER SHARE CONSULTING SERVICES

VerveS LLC

Manual Signature:

A handwritten signature in black ink, appearing to read 'Tyler Sutley', written in a cursive style.

Technical Proposal

1. *Describe the following elements of your micro mobility program:*
 - a. *Proposed launch approach and schedule, assuming March 1, 2021 start date. Include information on your ability and plan for deploying staff in the field during the first few weeks of operation to educate and encourage users of the proper and safe use of their micro mobility vehicles, encourage the use of helmets and proper parking. Discuss your intentions for scaling the program or any planned phased implementation.*

Deployment/ Safety

VerveS will be having a 24/7 operations team that will also be serving as brand ambassadors for new users. They will be addressing rider safety, forced parking in the city, and also incentivizing users to wear helmets.

When riders sign up for our app, they will be taking a mini quiz on rider safety/regulation and also will be watching a video tutorial on how to ride our vehicle. Users will not be able to bypass this option when they first sign up.

To incentivize users to wear helmets when riding, they can take a selfie with a helmet on before they start their ride and that will accumulate to free ride credit after an "X" amount of rides.

Team development:

Our team development would happen quite quickly. First we would fly one of our representatives out the Fort Pierce to live and watch over operations. All hiring would happen either through online hiring management systems or in person recruitment. We would then have the manager out there in which we have relocated, then find and develop our 24/7 operations team, as well as mechanics within 14 days.

Warehouse:

Verve will be acquiring a warehouse in the local area so employees will be able to fix and repair any broken vehicles that get run down during use. Spare e-vehicles will be housed in this area as well so when our team brings them in for service, we always have another vehicle readily available to bring back out for users. This warehouse space will also be able to house our vehicles if we need to take them off the streets for any reason and store extra parts for service. For example, in the event of a flood if city officials would like the vehicle to be brought off the streets for user safety, we could store our vehicles in our warehouse until deemed safe to bring the vehicles back onto the street.

App connectivity:

Our engineering team will be in the works of creating all the geofenced areas that were agreed upon with city officials in Fort Pierce. Once all speed limits, parking restrictions, and no ride zones have been created, team members will then connect all e-scooters' sim cards to our software which allows us to track all scooter capabilities. After a thorough quality control test, we will allow our operations team to start deployment upon the city.

Safety:

VerveS encourages the use of helmets across all of our vehicles. Users that send a selfie of them in a rider helmet will receive ride credit for being responsible.

Users will have to watch videos on rider safety before signing up to be able to ride our E-Scooters, and pass the mini test that follows it to ensure all users know how to safely and properly use the E-scooter. Included in the training videos and mini test, there will be a section that covers local rules and infrastructure.

A training mode is automatically enforced on all new users so their E-Scooter will be capped at an even slower speed until they can feel comfortable and in complete control of their vehicle.

Once users feel comfortable, they will be able to take the training mode off and ride the vehicle at its complete capability.

Mobile app

Overview:

The user would have to download our Verve app on the Google Playstore or the Apple store.

After downloading the app, the user has to fill out required information such as authentication of their ID to ensure the user is of age to ride our vehicles. Afterwards, the user has to take a quiz to learn about parking/riding safety so they have full understanding of expectations of a responsible rider. Once finished with that, they would have to input payment information then scan the Q/R code on vehicles to unlock.

Software/Tracking

We host our server on AWS with capabilities of tracking data such as number of rides, duration of rides, locations of where rides start/end, and also ride path to paint a better picture of what pedestrian infrastructure needs to be implemented to make the proposed area produce a more bike-friendly experience.

E-Bikes Parking and Locking mechanism:

Dock-less:

Our dock-less features for our E-bikes are all integrated through our app servers. All of the bikes are connected to our servers with the sim cards placed in our IoT's, which allow everything to be tracked and geofenced so users can't park in certain areas. Any E-Scooters that are abandoned will be picked up by our 24/7 operations team who will be going around at all hours of the day ensuring that there are no vehicles that are left in areas that are prohibited.

- Geofence
 - No ride zone/no park zone
 - Authorized parking spots on backend

- 24/7 operation team rebalancing any outliers

Dock-Based:

We can offer a dock-based system which will enforce users to park in areas where we have placed our docks. To park the E-scooters, users will have to pick up and drop off at designated dock locations using the app to unlock the vehicles. The docks are not permanent fixtures in the city and are held down in place using an iron plate. Also, our dock-based systems have charging capabilities which use either solar or connection to the power grid for a source of energy.

Parking Location:

Our Docked and Dockless station placement for these stations/hubs would ideally be where foot traffic is high that way users can easily be able to use an E-scooter for their transportation to get to and from their desired location. Some proposed locations would be right around the outskirts of the downtown areas to prevent blocking of pedestrian walkways but close enough to walk to popular destinations.

Scaling

Once we locate the hot spots (hubs) from analyzing the data on our heat maps, we will be able to successfully add in more parking locations within these areas and add more scooters to these locations so we can help more members of the community travel using our fleet. When we scale up our operations with more scooters, we will increase the amount of staff members as well, and get more company transportation to adjust to the volume of vehicles.

- b. Hours of operation – list typical micro mobility vehicle deployment time, pick-up time, and the typical hours your micro mobility vehicles are available to rent.*

E-Scooters

Our E-Scooters are available for operations 24 hours a day 7 days a week. We have the capability of being able to run our scooters whenever, and if Fort Pierce would like times to be restricted we can integrate that into our system with our chips. We typically don't have time restrictions on our fleet.

They won't have to be brought back in because our vehicles have swappable batteries. The only times our vehicles will be brought back to the warehouse is for maintenance purposes.

Operations Team

Our operations team works 24 hours a day 7 days a week and goes around picking up malfunctioning E-Scooters/ rebalancing/ and performing battery swaps.

- c. Pricing plan.*

Fees

Unlock fee: \$1 to unlock our E-Scooters

Per minute: \$0.18 per minute then on.

Available to all Socio-Economic Levels

We also are offering a program where we allow users who have lower financial household income ride our vehicles as well. We will grant them discounted/free rides to allow them to enjoy the use of micro mobility.

Qualifications:

- Pell Grant Recipient
- Deemed qualified by city/social workers

d. Revenue share with the City of Fort Pierce.

All revenue share with Fort Pierce is up for negotiations. We don't ever limit ourselves due to revenue share requests.

2. Equipment and Safety

a. Provide a detailed description, with images, of the vehicle model(s) that you will use in the City of Fort Pierce – including top speed, description of the wheel type and material, and measurements.

E-Scooter

Our E-scooters offer fully electric throttles to propel users. They are strong and durable enough to withstand just about any weather condition that they are in and can hold up to

- Range: 34 Miles per charge
- Speed: Up to 15.5 MPH (can be adjusted/capped if needed)
- Battery: Swappable (Lithium ion)
- Tires: 10 in front/rear solid tires
- Wheel Size: 10 inch
- Frame Material: Aluminum Alloy, CNC Process
- Frame Size: L 122cm*W 21cm *H 56cm (Width of handlebars) 57cm
- Brakes: Front/rear drum brakes Extra: Front fork shock absorber
- Device weight: 44 lbs

PRODUCT SPECIFICATION						
Brand	UniCool					
Model	T2S Non-foldable Sharing Scooter					
Package Size	L 122CM*W 21CM* H 56CM,the width of the handlebar is 57cm					
N.W./G.W.	18kgs/22kgs					
Frame material	Aluminum Alloy,CNC Process					
Wheel size	10inch					
Tires	Front &Rear Solid					
max loading	130kg					
Max Climbing Angle	12°					
Ring Bell	Yes					
Max steering angle	55°(each side ,±5°)					
Footpad sticker	PVC Sticker or Sandpaper sticker					
Lights	Build-in LED light,Tail Light					
Shock	Front fork Shock-absorption optional					
Brakes	Rear drum brake(front drum brake optional)					
IP Rating	IP54 for Vehicle,IPX7 for battery					
Certificate	CE, EMC MSDS ,UN38.3					
QUOTATION						
Battery	Motor	Range	Max speed	Charging time	Color	FOB Ningbo (Sample EXW)

- Maximum Load: 286 lbs
 - Lock: Automatic locking mechanism connected to servers
- b. Outline your ability to limit speeds, create no-ride zones, and create no-parking zones, based on geofencing. Describe any associated limitations (i.e. number of speed limits that can be set, accuracy of geofencing, etc.)*

Limit Speeds

Our Tech team can create as many limits on speed within our E-Scooter fleet as needed. Our speed limits are connected through the sim/IoT we have installed in each of our scooters which allow us to adjust the speeds of our scooters at all times.

Different speed limits may consist of limiting users in the learning phase or limiting users around certain areas, such as waterways, and highly populated areas with bystanders.

Geofencing

On the backend, we are also capable of implementing a geofence to restrict users to a boundary for riding/parking. We can implement no ride zones/no parking zones to control the movement of our fleet.

- c. Describe the process private property owners will use to request speed limits, no-ride zones, and no-parking zones.*

Through working with the city and residents, we will be able to determine where our vehicles can ride/park and also adjust the max speed limit in certain sections of the municipality.

- d. Outline your plan for rider education.*

We will have a quiz on rider safety/regulations in the beginning; followed by an education mode so they know how to use our vehicles with controlled speeds in place.

- e. Describe your plan to properly sanitize vehicles and respond to the COVID-19 pandemic.*

Part of the role of our 24/7 operations team will be to have mandatory wipe downs during battery swaps and has been incorporated in our quality control inspections. By sanitizing our vehicles, this will ensure our vehicles are clean, disinfected, and Covid-19 free. We use FDA/EPA certified products to wipe down our fleet at all times.

Roughly every hour of every day, our vehicles will be sanitized by our operations team. Since our team will be going to all locations while rebalancing, or swapping batteries, we will enforce sanitations as part of the quality control inspection process.

All employees and personnel are required to wear masks to protect themselves as well as others while performing battery swaps, rebalancing, repairing, etc...

3. Parking

- a. Describe your approach to ensuring that users park appropriately. Include strategies your company uses to incentivize proper parking behavior.*

Geofencing

To enforce users to park correctly, we use our geo-fence as measures users have to follow. Users will not be able to shut off their E-Scooters and end their ride until they ride to a proper parking destination and in that case, users will continue to get billed per minute until they properly park their E-Scooter. Users will get a notification that they cannot park their scooter in these undesignated areas and on our app, it will provide them with a proper destination.

Fines

If for any reason, users leave their E-Scooter abandoned in an inappropriate parking location, they will be fined by VerveS and our operations team will go retrieve the E-Scooter within 20 minutes.

- b. Do you anticipate seeking permits to install objects (i.e. docking or parking stations) in the Right-of-Way? If so, please describe.*

If we go with the dock-based option, we will need a permit to install our docks which are solar powered. They are not permanent fixtures of the city, but rather, we use a metal plate to hold down the rack.

4. Operations

- a. Describe the availability of vendor staff for rebalancing or moving improperly parked Vehicles.*

Improperly Parked Vehicles

On the backend of our app, we have tracking software that will allow us to locate any improperly parked E-Scooters. We'll be alerted when a vehicle has been idle in a non-parking zone. Then our 24/7 operations team will be driving around at all hours of the day to go and retrieve these E-Scooters and rebalance them.

Rebalancing

Rebalancing will be controlled by the operations team which will be accessible 24 hours a day, 7 days a week. The operations team will be going around at all hours of the day rebalancing E-Scooter and bringing them to the popular hubs, which we will be able to know from the heat maps/ ride data. Employees will have a trailer set up to an E-vehicle so they can move vehicles around, as well as relocate misplaced E-scooters in prohibited areas.

- b. Describe your proposed fleet size including your approach to seasonal variation in demand*

We will be able to supply up to 2000 vehicles for the city. For summer months, we will be maxing out the allotted amount provided by the city. We will adjust the fleet size based on weather and demand as well.

- c. Describe your plan to ensure equitable distribution of micro mobility vehicles throughout the City of Fort Pierce, including your approach to re-balancing.*

In our backend, we have the ability to locate where the popular destinations are in terms of rider use due to our heat maps feature. With the allowance of this feature, our operations team can successfully locate and rebalance E-Scooters to these locations to allow users to be able to ride. In the event there are too many E-Scooters parked in one location, our team will rebalance them and bring them to other hubs that need more vehicles to cater to demand. We believe in bringing the scooters to the popular hubs where users will get the most use out of our vehicles rather than having them walk to their parked locations, that defeats the purpose of micro mobility. Our 24/7 operations team will be going around retrieving and rebalancing our E-Scooters all day everyday to ensure members of the community are happy with the placement, as well as the accessibility.

- d. Describe the proactive process you will use to prevent property damage and address property damage claims and complaints related to operation of their shared mobility vehicles*

With our rider education program, users are made aware of expectations when riding. Users will be fined/banned if these violations are significant/repetitive. Our organization will also have liability insurance in place to address these claims as well.

- e. Describe your plan to address dumping of your vehicles, including a proactive approach to identify vehicles that have likely been dumped and retrieval plans – including retrieval timelines to minimize environmental impacts.*

Our customer service lines will inform us when there are misplaced E-Scooters from when they get calls or chats about such issues. Also, our software has tracking capabilities to allow us to see

where there are inappropriately parked E-Scooters and gives us alerts when they're idle in an inappropriate parking spot for a certain duration. To address this issue, we have a 24/7 operations team that goes out and will pick up these E-Scooters and move them to popular hubs, which we can see from using our heat-based maps that show us the hottest hubs, where users are utilizing them most. If these scooters are parked in inappropriate locations within our geo-fenced area or surrounding areas, we will be able to retrieve them within 20 minutes, for locations that are in another city or so it may take a little longer. With our fast paced plan of action for retrieving misplaced E-Scooters, this will help minimize any environmental impacts and incorrect parking.

- f. Describe your plan to suspend the accounts of users with non-compliant behavior, including property damage & parking violations. How are users identified? Does your company fine users for property damage and/or parking violations?*

All users will have to watch our safety video and pass our quizzes to ensure understanding of rider safety and local ordinances. With that in mind, all users will know the responsibilities of how to ride, so users that do not comply with rules and regulations will be found through our software tracking capabilities. We can locate the last user who has not complied with property parking, or damage and fine them and restrict their accounts and not let them ride our E-Scooters again. Fines are a good way to enforce good behavior on our vehicles, and it encourages users to ride safely.

- g. Describe your plan to prohibit underage riders.*

We use a 3rd party ID authentication service to ensure our riders are of age.

5. Special Events and Severe Weather

- a. Describe your approach to special events including your ability to:*
 - i. Create temporary reduced speed, no park, or no ride zones*

In the event of temporarily creating reduced speed zones, or no park/ride zones we will have our technician team make the arrangements for our software that can connect to all of our E-Scooters via chip. With our software tracking capabilities our technician team can easily add all these

requests to our scooters quickly and change the geofencing areas to change park/ ride zones. We have a fully staffed team that specializes in making sure all technical requirements are fulfilled and up to date. We have full control of our E-Scooters at all times via our software and connectivity capabilities.

In an event of severe weather, we'll more than likely pull our fleet in and store them in our warehouse until further notice.

ii. Remove Vehicles quickly in the event of severe weather

In the event of needing to remove our fleet quickly, we will have our entire operations team on the clock to ensure all vehicles are picked up and properly stored in our private warehouse. Our operations team will be able to load up all E-Scooters into the company mode of transportation and quickly store them, as well as redistribute them.

6. Data Sharing

a. Describe the “data dashboard” you will make available to City staff, include screenshots and describe what data will be included and the format of that data.

We will be able to provide ride data such as amount of rides, ride durations, heat maps, etc.. we cannot provide screenshots at this time but we can build out a separate dashboard for the city of Fort Pierce to have access to.

b. Describe what data will be included in the following reports and the format of the data:

- i. Monthly maintenance activities*
- ii. Monthly report on property damage complaints*
- iii. Monthly report on daily deployment*
- iv. Describe your collision-reporting process*

i. We will create work orders in the warehouse to track how many vehicles we are servicing per day.

ii./iii. The dashboard will also include data on property damage complaints and also a monthly average of deployed vehicles.

iv. For accidents/collisions, users will report to our customer service team/local operations team and we will file a claim to get it resolved with our insurance. Also, we will report the collisions to our weekly/monthly meetings with the city.

Management Proposal

1. Program Management

- a. Project Team Structure – Provide a description of the proposed project team structure to be used during the course of the Program. Provide an organizational chart of the Firm indicating lines of authority for personnel involved in performance of this potential Agreement and relationships of this staff to other programs or functions of the Firm. Include who within the Firm will have prime responsibility and final authority for the day to day management of the firm's shared mobility fleet within Fort Pierce.*

VerveS is a minority owned business

President: Richard Trinh

Bio: Industry veteran with 3+ years working in ridesharing/micro-mobility running operations and business development for various firms. With knowledge of industry practices and improvements needed amongst the micro-mobility realm, he can provide insight on how to carry out Verve's mission to serve the community. Also, currently serving in the Army Reserves, he understands the importance of service and giving back.

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Bio: After serving 14 years as an Air Force Officer, he transitioned over to Northrop Grumman; serving as an executive with the COO/CFO offices. With 10+ years of operational/financial

experience at a Fortune 100 Company, he'll be the foundation to ensure business standard practices are exceeded within our organization.

Employees

Local Operations Manager:

VerveS will have a manager to ensure that all operations are going smoothly. Our manager will check up on our operations team and watch over them as well as have check ups on them to ensure they are completing excellent work. Managers will also be overlooking our mechanics and ensuring that all vehicles are being repaired in a timely manner and making sure they are up to code in terms of safety regulations.

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- VerveS will have their own in-house mechanic who specializes in repairing any and all E-bikes that become damaged during use, that way we can ensure all of our vehicles are up to date, and safe for our users. The mechanic will be in our private warehouse around the location of our E-bikes and repair bikes in such location.

The Mechanic will need to meet qualifications of having 2 years of experience with working with micro mobility machines to ensure that all E-bikes are properly maintained.

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- VerveS' Operations Team will be in charge of rebalancing all E-bikes throughout the day to ensure there are enough bikes at the most popular areas, recharging E-bikes by completing battery swaps, and bringing all damaged E-bikes back to the warehouse so our team mechanic can complete an analysis and repair the vehicle. Our team will be getting from destination to destination by using an E-vehicle with an attached trailer to promote a green way of transportation.

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Include helping small businesses

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College park Maryland 20742
301-314-1300
mwoldu@umd.edu

Brandon Pankey
9348 civic centre drive Beverly Hills CA 90210
brandonpankey@livenation.com

Katie Hart
khart@collegeparkmd.gov
240.487.3538

ADDITIONAL INFORMATION MINORITY PARTICIPATION AND OUTREACH PROGRAM

Our company is led by Black and Asian executives. We emphasize the importance of inclusivity and equity in technology and transportation. The importance of having a well diversified team.


PURCHASING CARD PROGRAM

VerveS will honor the VISA purchasing card.

LETTER OF SUBMITTAL

- a.
 - i. Name: Tyler Sutley
 - ii. Address: 643 Anchor Street Philadelphia PA 19120
 - iii. Principal place of Business: 643 Anchor Street Philadelphia PA 19120
 - iv. Telephone Number: (609) 703-0970
 - v. E-mail Address: tylersutley@vervescooters.com
- b.
 - i. Legal Status: Limited Liability Corporation
- c.
 - i. Location of where VerveS headquarters: 643 Anchor Street Philadelphia PA 19120
 - ii. Location of where VerveS will operate: Fort Pierce, FL
- d. Acknowledgment the firm will comply with all terms and conditions: VerveS agrees to comply with all the terms and conditions stated in the proposal.

OFFERER'S NAME: tyler sutley

SIGNED BY: 

PRINTED NAME/TITLE: tyler sutley CMO

DATE: 12/18/2020

NOTARY STATEMENT

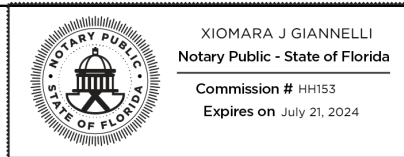
COMMONWEALTH OF FORT PIERCE/STATE OF Florida)

CITY/COUNTY OF Seminole County) to wit:

tyler sutley personally appeared before me this 18th day of December, 2020 the undersigned a Notary Public in and for the State and County of aforesaid, Xiomara J Giannelli, known to me (or satisfactorily proven) to be the person whose name is subscribed to within the instrument as an agent of the Offeror and acknowledged that he/she has executed the same for the purposes therein contained.



(Seal)



Notary registration number: HH153 My commission expires: 07/21/2024

Notarized online using audio-video communication



Due Date:

December 22, 2020

Contact info:

Tyler Sutley

643 Anchor Street Philadelphia PA 19120

(609) 703-0970

tylersutley@vervescooters.com

SCOOTER SHARE CONSULTING SERVICES

VerveS LLC

Manual Signature:

A handwritten signature in black ink, appearing to read 'Tyler Sutley', written in a cursive style.

Technical Proposal

1. *Describe the following elements of your micro mobility program:*
 - a. *Proposed launch approach and schedule, assuming March 1, 2021 start date. Include information on your ability and plan for deploying staff in the field during the first few weeks of operation to educate and encourage users of the proper and safe use of their micro mobility vehicles, encourage the use of helmets and proper parking. Discuss your intentions for scaling the program or any planned phased implementation.*

Deployment/ Safety

VerveS will be having a 24/7 operations team that will also be serving as brand ambassadors for new users. They will be addressing rider safety, forced parking in the city, and also incentivizing users to wear helmets.

When riders sign up for our app, they will be taking a mini quiz on rider safety/regulation and also will be watching a video tutorial on how to ride our vehicle. Users will not be able to bypass this option when they first sign up.

To incentivize users to wear helmets when riding, they can take a selfie with a helmet on before they start their ride and that will accumulate to free ride credit after an "X" amount of rides.

Team development:

Our team development would happen quite quickly. First we would fly one of our representatives out the Fort Pierce to live and watch over operations. All hiring would happen either through online hiring management systems or in person recruitment. We would then have the manager out there in which we have relocated, then find and develop our 24/7 operations team, as well as mechanics within 14 days.

Warehouse:

Verve will be acquiring a warehouse in the local area so employees will be able to fix and repair any broken vehicles that get run down during use. Spare e-vehicles will be housed in this area as well so when our team brings them in for service, we always have another vehicle readily available to bring back out for users. This warehouse space will also be able to house our vehicles if we need to take them off the streets for any reason and store extra parts for service. For example, in the event of a flood if city officials would like the vehicle to be brought off the streets for user safety, we could store our vehicles in our warehouse until deemed safe to bring the vehicles back onto the street.

App connectivity:

Our engineering team will be in the works of creating all the geofenced areas that were agreed upon with city officials in Fort Pierce. Once all speed limits, parking restrictions, and no ride zones have been created, team members will then connect all e-scooters' sim cards to our software which allows us to track all scooter capabilities. After a thorough quality control test, we will allow our operations team to start deployment upon the city.

Safety:

VerveS encourages the use of helmets across all of our vehicles. Users that send a selfie of them in a rider helmet will receive ride credit for being responsible.

Users will have to watch videos on rider safety before signing up to be able to ride our E-Scooters, and pass the mini test that follows it to ensure all users know how to safely and properly use the E-scooter. Included in the training videos and mini test, there will be a section that covers local rules and infrastructure.

A training mode is automatically enforced on all new users so their E-Scooter will be capped at an even slower speed until they can feel comfortable and in complete control of their vehicle.

Once users feel comfortable, they will be able to take the training mode off and ride the vehicle at its complete capability.

Mobile app

Overview:

The user would have to download our Verve app on the Google Playstore or the Apple store.

After downloading the app, the user has to fill out required information such as authentication of their ID to ensure the user is of age to ride our vehicles. Afterwards, the user has to take a quiz to learn about parking/riding safety so they have full understanding of expectations of a responsible rider. Once finished with that, they would have to input payment information then scan the Q/R code on vehicles to unlock.

Software/Tracking

We host our server on AWS with capabilities of tracking data such as number of rides, duration of rides, locations of where rides start/end, and also ride path to paint a better picture of what pedestrian infrastructure needs to be implemented to make the proposed area produce a more bike-friendly experience.

E-Bikes Parking and Locking mechanism:

Dock-less:

Our dock-less features for our E-bikes are all integrated through our app servers. All of the bikes are connected to our servers with the sim cards placed in our IoT's, which allow everything to be tracked and geofenced so users can't park in certain areas. Any E-Scooters that are abandoned will be picked up by our 24/7 operations team who will be going around at all hours of the day ensuring that there are no vehicles that are left in areas that are prohibited.

- Geofence
 - No ride zone/no park zone
 - Authorized parking spots on backend

- 24/7 operation team rebalancing any outliers

Dock-Based:

We can offer a dock-based system which will enforce users to park in areas where we have placed our docks. To park the E-scooters, users will have to pick up and drop off at designated dock locations using the app to unlock the vehicles. The docks are not permanent fixtures in the city and are held down in place using an iron plate. Also, our dock-based systems have charging capabilities which use either solar or connection to the power grid for a source of energy.

Parking Location:

Our Docked and Dockless station placement for these stations/hubs would ideally be where foot traffic is high that way users can easily be able to use an E-scooter for their transportation to get to and from their desired location. Some proposed locations would be right around the outskirts of the downtown areas to prevent blocking of pedestrian walkways but close enough to walk to popular destinations.

Scaling

Once we locate the hot spots (hubs) from analyzing the data on our heat maps, we will be able to successfully add in more parking locations within these areas and add more scooters to these locations so we can help more members of the community travel using our fleet. When we scale up our operations with more scooters, we will increase the amount of staff members as well, and get more company transportation to adjust to the volume of vehicles.

- b. Hours of operation – list typical micro mobility vehicle deployment time, pick-up time, and the typical hours your micro mobility vehicles are available to rent.*

E-Scooters

Our E-Scooters are available for operations 24 hours a day 7 days a week. We have the capability of being able to run our scooters whenever, and if Fort Pierce would like times to be restricted we can integrate that into our system with our chips. We typically don't have time restrictions on our fleet.

They won't have to be brought back in because our vehicles have swappable batteries. The only times our vehicles will be brought back to the warehouse is for maintenance purposes.

Operations Team

Our operations team works 24 hours a day 7 days a week and goes around picking up malfunctioning E-Scooters/ rebalancing/ and performing battery swaps.

- c. Pricing plan.*

Fees

Unlock fee: \$1 to unlock our E-Scooters

Per minute: \$0.18 per minute then on.

Available to all Socio-Economic Levels

We also are offering a program where we allow users who have lower financial household income ride our vehicles as well. We will grant them discounted/free rides to allow them to enjoy the use of micro mobility.

Qualifications:

- Pell Grant Recipient
- Deemed qualified by city/social workers

d. Revenue share with the City of Fort Pierce.

All revenue share with Fort Pierce is up for negotiations. We don't ever limit ourselves due to revenue share requests.

2. Equipment and Safety

a. Provide a detailed description, with images, of the vehicle model(s) that you will use in the City of Fort Pierce – including top speed, description of the wheel type and material, and measurements.

E-Scooter

Our E-scooters offer fully electric throttles to propel users. They are strong and durable enough to withstand just about any weather condition that they are in and can hold up to

- Range: 34 Miles per charge
- Speed: Up to 15.5 MPH (can be adjusted/capped if needed)
- Battery: Swappable (Lithium ion)
- Tires: 10 in front/rear solid tires
- Wheel Size: 10 inch
- Frame Material: Aluminum Alloy, CNC Process
- Frame Size: L 122cm*W 21cm *H 56cm (Width of handlebars) 57cm
- Brakes: Front/rear drum brakes Extra: Front fork shock absorber
- Device weight: 44 lbs

PRODUCT SPECIFICATION						
Brand	UniCool					
Model	T2S Non-foldable Sharing Scooter					
Package Size	L 122CM*W 21CM* H 56CM,the width of the handlebar is 57cm					
N.W./G.W.	18kgs/22kgs					
Frame material	Aluminum Alloy,CNC Process					
Wheel size	10inch					
Tires	Front &Rear Solid					
max loading	130kg					
Max Climbing Angle	12°					
Ring Bell	Yes					
Max steering angle	55°(each side ,±5°)					
Footpad sticker	PVC Sticker or Sandpaper sticker					
Lights	Build-in LED light,Tail Light					
Shock	Front fork Shock-absorption optional					
Brakes	Rear drum brake(front drum brake optional)					
IP Rating	IP54 for Vehicle,IPX7 for battery					
Certificate	CE, EMC MSDS ,UN38.3					
QUOTATION						
Battery	Motor	Range	Max speed	Charging time	Color	FOB Ningbo (Sample EXW)



- Maximum Load: 286 lbs
 - Lock: Automatic locking mechanism connected to servers
- b. Outline your ability to limit speeds, create no-ride zones, and create no-parking zones, based on geofencing. Describe any associated limitations (i.e. number of speed limits that can be set, accuracy of geofencing, etc.)*

Limit Speeds

Our Tech team can create as many limits on speed within our E-Scooter fleet as needed. Our speed limits are connected through the sim/IoT we have installed in each of our scooters which allow us to adjust the speeds of our scooters at all times.

Different speed limits may consist of limiting users in the learning phase or limiting users around certain areas, such as waterways, and highly populated areas with bystanders.

Geofencing

On the backend, we are also capable of implementing a geofence to restrict users to a boundary for riding/parking. We can implement no ride zones/no parking zones to control the movement of our fleet.

- c. Describe the process private property owners will use to request speed limits, no-ride zones, and no-parking zones.*

Through working with the city and residents, we will be able to determine where our vehicles can ride/park and also adjust the max speed limit in certain sections of the municipality.

- d. Outline your plan for rider education.*

We will have a quiz on rider safety/regulations in the beginning; followed by an education mode so they know how to use our vehicles with controlled speeds in place.

If for any reason, users leave their E-Scooter abandoned in an inappropriate parking location, they will be fined by VerveS and our operations team will go retrieve the E-Scooter within 20 minutes.

b. Do you anticipate seeking permits to install objects (i.e. docking or parking stations) in the Right-of-Way? If so, please describe.

If we go with the dock-based option, we will need a permit to install our docks which are solar powered. They are not permanent fixtures of the city, but rather, we use a metal plate to hold down the rack.

4. Operations

a. Describe the availability of vendor staff for rebalancing or moving improperly parked Vehicles.

Improperly Parked Vehicles

On the backend of our app, we have tracking software that will allow us to locate any improperly parked E-Scooters. We'll be alerted when a vehicle has been idle in a non-parking zone. Then our 24/7 operations team will be driving around at all hours of the day to go and retrieve these E-Scooters and rebalance them.

Rebalancing

Rebalancing will be controlled by the operations team which will be accessible 24 hours a day, 7 days a week. The operations team will be going around at all hours of the day rebalancing E-Scooter and bringing them to the popular hubs, which we will be able to know from the heat maps/ ride data. Employees will have a trailer set up to an E-vehicle so they can move vehicles around, as well as relocate misplaced E-scooters in prohibited areas.

b. Describe your proposed fleet size including your approach to seasonal variation in demand

We will be able to supply up to 2000 vehicles for the city. For summer months, we will be maxing out the allotted amount provided by the city. We will adjust the fleet size based on weather and demand as well.

- c. Describe your plan to ensure equitable distribution of micro mobility vehicles throughout the City of Fort Pierce, including your approach to re-balancing.*

In our backend, we have the ability to locate where the popular destinations are in terms of rider use due to our heat maps feature. With the allowance of this feature, our operations team can successfully locate and rebalance E-Scooters to these locations to allow users to be able to ride. In the event there are too many E-Scooters parked in one location, our team will rebalance them and bring them to other hubs that need more vehicles to cater to demand. We believe in bringing the scooters to the popular hubs where users will get the most use out of our vehicles rather than having them walk to their parked locations, that defeats the purpose of micro mobility. Our 24/7 operations team will be going around retrieving and rebalancing our E-Scooters all day everyday to ensure members of the community are happy with the placement, as well as the accessibility.

- d. Describe the proactive process you will use to prevent property damage and address property damage claims and complaints related to operation of their shared mobility vehicles*

With our rider education program, users are made aware of expectations when riding. Users will be fined/banned if these violations are significant/repetitive. Our organization will also have liability insurance in place to address these claims as well.

- e. Describe your plan to address dumping of your vehicles, including a proactive approach to identify vehicles that have likely been dumped and retrieval plans – including retrieval timelines to minimize environmental impacts.*

Our customer service lines will inform us when there are misplaced E-Scooters from when they get calls or chats about such issues. Also, our software has tracking capabilities to allow us to see

where there are inappropriately parked E-Scooters and gives us alerts when they're idle in an inappropriate parking spot for a certain duration. To address this issue, we have a 24/7 operations team that goes out and will pick up these E-Scooters and move them to popular hubs, which we can see from using our heat-based maps that show us the hottest hubs, where users are utilizing them most. If these scooters are parked in inappropriate locations within our geo-fenced area or surrounding areas, we will be able to retrieve them within 20 minutes, for locations that are in another city or so it may take a little longer. With our fast paced plan of action for retrieving misplaced E-Scooters, this will help minimize any environmental impacts and incorrect parking.

- f. Describe your plan to suspend the accounts of users with non-compliant behavior, including property damage & parking violations. How are users identified? Does your company fine users for property damage and/or parking violations?*

All users will have to watch our safety video and pass our quizzes to ensure understanding of rider safety and local ordinances. With that in mind, all users will know the responsibilities of how to ride, so users that do not comply with rules and regulations will be found through our software tracking capabilities. We can locate the last user who has not complied with property parking, or damage and fine them and restrict their accounts and not let them ride our E-Scooters again. Fines are a good way to enforce good behavior on our vehicles, and it encourages users to ride safely.

- g. Describe your plan to prohibit underage riders.*

We use a 3rd party ID authentication service to ensure our riders are of age.

5. Special Events and Severe Weather

- a. Describe your approach to special events including your ability to:*
 - i. Create temporary reduced speed, no park, or no ride zones*

In the event of temporarily creating reduced speed zones, or no park/ride zones we will have our technician team make the arrangements for our software that can connect to all of our E-Scooters via chip. With our software tracking capabilities our technician team can easily add all these

requests to our scooters quickly and change the geofencing areas to change park/ ride zones. We have a fully staffed team that specializes in making sure all technical requirements are fulfilled and up to date. We have full control of our E-Scooters at all times via our software and connectivity capabilities.

In an event of severe weather, we'll more than likely pull our fleet in and store them in our warehouse until further notice.

ii. Remove Vehicles quickly in the event of severe weather

In the event of needing to remove our fleet quickly, we will have our entire operations team on the clock to ensure all vehicles are picked up and properly stored in our private warehouse. Our operations team will be able to load up all E-Scooters into the company mode of transportation and quickly store them, as well as redistribute them.

6. Data Sharing

a. Describe the “data dashboard” you will make available to City staff, include screenshots and describe what data will be included and the format of that data.

We will be able to provide ride data such as amount of rides, ride durations, heat maps, etc.. we cannot provide screenshots at this time but we can build out a separate dashboard for the city of Fort Pierce to have access to.

b. Describe what data will be included in the following reports and the format of the data:

- i. Monthly maintenance activities*
- ii. Monthly report on property damage complaints*
- iii. Monthly report on daily deployment*
- iv. Describe your collision-reporting process*

i. We will create work orders in the warehouse to track how many vehicles we are servicing per day.

ii./iii. The dashboard will also include data on property damage complaints and also a monthly average of deployed vehicles.

iv. For accidents/collisions, users will report to our customer service team/local operations team and we will file a claim to get it resolved with our insurance. Also, we will report the collisions to our weekly/monthly meetings with the city.

Management Proposal

1. Program Management

- a. Project Team Structure – Provide a description of the proposed project team structure to be used during the course of the Program. Provide an organizational chart of the Firm indicating lines of authority for personnel involved in performance of this potential Agreement and relationships of this staff to other programs or functions of the Firm. Include who within the Firm will have prime responsibility and final authority for the day to day management of the firm's shared mobility fleet within Fort Pierce.*

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ADDITIONAL INFORMATION MINORITY PARTICIPATION AND OUTREACH PROGRAM

Our company is led by Black and Asian executives. We emphasize the importance of inclusivity and equity in technology and transportation. The importance of having a well diversified team.

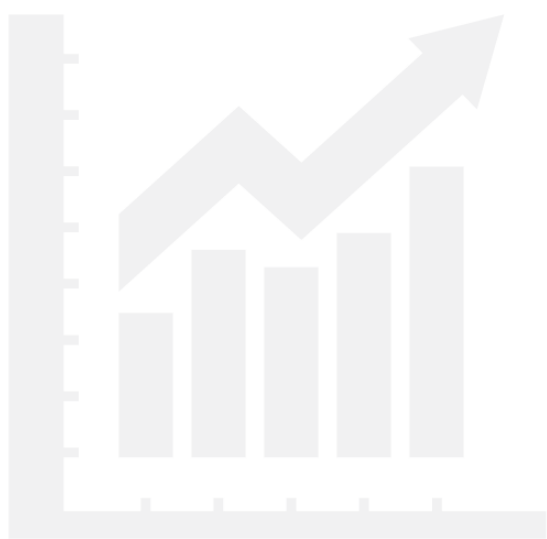
PURCHASING CARD PROGRAM

VerveS will honor the VISA purchasing card.

Articles of Organization



A set of formal documents filed with the Secretary of State to legally document the creation of a new business entity.



State of Delaware
Secretary of State
Division of Corporations
Delivered 12:04 PM 09/27/2018
FILED 12:04 PM 09/27/2018
SR 20186866719 - File Number 7076297

STATE of DELAWARE
CERTIFICATE of FORMATION
A LIMITED LIABILITY COMPANY

ARTICLE I.

The name of this limited liability company is VERVE. S LLC.

ARTICLE II.

Its registered office in the State of Delaware is to be located at 2035 SUNSET LAKE RD, SUITE B-2, NEWARK, DE 19702. The registered agent in charge thereof is LEGALINC CORPORATE SERVICES INC..

ARTICLE III.

The period of duration of the limited liability company shall be perpetual.

ARTICLE IV.

The purpose of the limited liability company is to engage in any lawful act or activity for which limited liability companies may be organized under the Delaware Limited Liability Company Act.

ARTICLE V.

The name and address of each initial member of the limited liability company is:

HURU FAMILY TRUST - 643 ANCHOR ST, PHILADELPHIA, PENNSYLVANIA 19120

I, **the undersigned**, for the purpose of forming a limited liability company under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand and executed this Certificate of Formation on the date below.

Dated: September 27th, 2018



Marsha Siha, Organizer

CSU Producer Resources, Inc.

A subsidiary of Cincinnati Financial Corporation
P.O. Box 145496, Cincinnati, OH 45250-5496
513-870-2000

Date: 10/30/2020

To: Horizon Agency, Inc.
6500 City West Parkway Ste 100
Eden Prairie MN 55344-7704

22-014

From: Lauren Jacobs

RE: Verve S LLC

Quote number: 386002551

QUOTATION

We are pleased to present a quote for this risk. This quote is based on the information you submitted, however the terms and conditions may differ from what was requested. Please review carefully.

Coverage to be provided by The Cincinnati Specialty Underwriters Insurance Company, an approved non-admitted company.

Proposed Policy Period: From: 11/01/2020 To: 11/01/2021

Quote Expiration: 12/01/2020

Description of Operations: Bicycle Share

Coverage:

General Liability - OCCURRENCE

Retroactive Date: NONE

Limits of Insurance	
Each Occurrence	\$ 1,000,000
Damage to Premises Rented to You	\$ 100,000
Medical Expense	Excluded
Each Offense – Personal & Advertising Injury	\$ 1,000,000
General Aggregate other than Completed Operations	\$ 2,000,000
Products/Completed Operations Aggregate	\$ 2,000,000

Deductible	Per Claim	Per Occurrence
Bodily Injury	Not Applicable	Not Applicable
Property Damage	Not Applicable	Not Applicable
Combined BI and PD	\$ 1,000	Not Applicable

Payment Options: CSU offers both Agency Bill and Direct Bill payment methods. Listed below are the payment methods available to the insured.

Re: Verve S LLC

Agency Bill:

Premium:	
CGL Deposit Premium	\$ 3,748.00
Flat Premium	\$ N/A
Terrorism Risk Insurance Act	\$ Excluded
Broker Fee	\$ 35.00
Surplus Lines Tax	\$ 112.44
Stamping Fee	\$ 20.00
Other Taxes or Fees	\$ N/A
TOTAL	\$ 3,915.44

Direct Bill:

	Annual	Semi-Annual	Quarterly	25%/9
CGL Deposit Premium	\$ 3,748.00	\$ 3,860.00	\$ 3,935.00	\$ 4,048.00
Flat Premium	\$ N/A	\$ N/A	\$ N/A	\$ N/A
Terrorism Risk Insurance Act	\$ Excluded	\$ Excluded	\$ Excluded	\$ Excluded
Broker Fee	\$ 35.00	\$ 35.00	\$ 35.00	\$ 35.00
Surplus Lines Tax	\$ 112.44	\$ 115.80	\$ 118.05	\$ 121.44
Stamping Fee	\$ 20.00	\$ 20.00	\$ 20.00	\$ 20.00
Other Taxes or Fees	\$ N/A	\$ N/A	\$ N/A	\$ N/A
TOTAL	\$ 3,915.44	\$ 4,030.80	\$ 4,108.05	\$ 4,224.44
Down-Payment*	\$ 3,915.44	\$ 2,100.80	\$ 1,156.80	\$ 1,525.78

*Down-Payment includes any fully earned or flat premiums, Broker Fee (where applicable), and all Surplus Lines Tax and other state specific taxes or fees. Depending on the bind request date or length of the policy term, the down-payment may include premiums from subsequent installments.

Re: Verve S LLC

Provisions applicable to premium:

- A. Premium is subject to annual audit:** Yes No
- B. Agency Bill Payment Terms:** Premium is payable in full on the 15th of the month following the statement month. If payment is not received by the 15th of the month following the statement month, coverage will be cancelled and may not be reinstated or may not be reinstated at the same terms and conditions. If premium is financed and the finance company requests the company to cancel coverage, the company will honor that request. If the finance company subsequently requests the company to reinstate coverage, the company, at its sole discretion, may not reinstate coverage or may reinstate coverage with a gap in coverage terms or conditions.
- C. Direct Bill Payment Terms:** Payor is responsible for submitting the down-payment and any subsequent installment reflected on the billing invoice within 22 days from the invoice date. Subsequent installments are subject to change based on policy changes and/or billing charges. Please refer to Billing Invoice for future installments.
- D. Direct Bill Billing Charge:** The following billing charges vary by state and may apply up to \$25 per infraction: Non-Sufficient Funds (NSF) Charge, Rescission Charge, and/or Late Charge. Please refer to the Disclosure of Direct Bill Charges form included with your invoice for more information.
- E. Minimum Earned Premium at Inception:** 25 %
Minimum earned premium is the minimum amount to be retained as premium if coverage is cancelled at the insured's request after coverage is bound with the company.
- F. Minimum Premium** is the lowest amount to be retained for the policy period. Minimum premium is equal to 100% of the deposit premium.
- G. Flat Premium:** Any premium shown as a flat is fully earned and is not subject to the minimum earned premium.
- H. Broker Fee:** The broker fee is considered a flat charge and fully earned and is not subject to the minimum earned premium.

Forms and Endorsements:

Refer to Forms and Endorsements Schedule CSIA406

Standard Terms and Conditions:

1. In compliance with TRIA, a signed disclosure statement and coverage selection form is required at the time coverage is bound.
2. Please advise if coverage is desired. Coverage is not bound until issuance of a policy number by the company.
3. Commission: 15 %

Additional Terms and Conditions and Remarks:**Authority to Issue Certificates of Insurance:**

After coverage is bound with our prior approval, you may issue **unmodified** ACORD Certificates of Insurance with an accurate representation of the coverage form and endorsements applicable to the policy at the time you issue the Certificate. No modification to the ACORD Certificate of Insurance is allowed without prior written approval from the company.

Certificates of Insurance do not amend, extend or alter policy coverage, terms or conditions in any manner. Changes to the policy are permitted only with prior written approval by the company.

Re: Verve S LLC

DISCLOSURE NOTICE OF TERRORISM INSURANCE

You are hereby notified that under the Terrorism Risk Insurance Act, as amended, that you have the right to purchase insurance coverage for losses resulting from acts of terrorism, as defined in Section 102(1) of the Act.

Certified Act of Terrorism

As defined in Section 102(1) of the Act, the term "act of terrorism" means any act that is certified by the Secretary of the Treasury - in concurrence with the Secretary of State, and the Attorney General of the United States - to be an act of terrorism; to be a violent act or an act that is dangerous to human life, property, or infrastructure; to have resulted in damage within the United States, or outside the United States in the case of certain air carriers or vessels or the premises of a United States mission; and to have been committed by an individual or individuals as part of an effort to coerce the civilian population of the United States or to influence the policy or affect the conduct of the United States Government by coercion.

Disclosure of Federal Participation in Payment of Terrorism Losses

You should know that where coverage is provided for losses resulting from certified acts of terrorism, such losses may be partially reimbursed by the United States government under a formula established by federal law. However, your policy may contain other exclusions which might affect your coverage, such as an exclusion for nuclear events. Under the formula, the United States government generally reimburses 85% of covered terrorism losses exceeding the statutorily established deductible paid by the insurance company providing the coverage. The premium charged for this coverage is provided below and does not include any charges for the portion of loss that may be covered by the federal government under the Act.

You should also know that the Terrorism Risk Insurance Act, as amended, contains a \$100 billion cap that limits U.S. government reimbursement as well as insurers' liability for losses resulting from certified acts of terrorism when the amount of such losses in any one calendar year exceeds \$100 billion. If the aggregate insured losses for all insurers exceed \$100 billion, your coverage may be reduced.

Disclosure of Premium

In accordance with the federal Terrorism Risk Insurance Act, we are required to provide you with a notice disclosing the portion of your premium, if any, attributable to coverage for acts of terrorism certified under that Act.

The portion of your premium attributable to coverage for acts of terrorism certified under the Act is Excluded plus applicable taxes and fees. This amount does not include any charges for the portion of losses covered by the United States government.

REJECTION OF TERRORISM INSURANCE COVERAGE

You may choose to reject this offer of coverage for losses resulting from acts of terrorism as defined in the Act by signing the statement below and returning it to your insurance producer.

Coverage Rejection - I hereby reject the offer to purchase coverage for certified acts of terrorism as defined in the Act. I understand that I will have no coverage for losses resulting from such acts of terrorism.

Authorized Signature by Applicant

Date

Print Name

Named Insured

The Cincinnati Specialty Underwriters Insurance Company Policy Number

Forms and Endorsements Schedule

POLICY NUMBER: CSU0141978

POLICY EFFECTIVE DATE: 11/01/2020

NAMED INSURED: Verve S LLC

FORMS APPLICABLE

Forms Applicable - Common Forms

CSIA501 (07/14) Common Policy Declarations
CSIA409 (01/08) Named Insured Schedule
CSIA410 (03/08) Notice to Policyholders
CSIA423PA (05/10) Important Notice
CSIA448 (01/15) Policyholder Notice Terrorism Insurance Coverage
CSIA403 (11/17) Special Provisions - Premium
CSIA404 (08/07) Service of Suit
CSIA300 (01/15) Exclusion Of Certified Acts And Other Acts Of Terrorism

Forms Applicable - Commercial General Liability

CSGA501 (04/08) Commercial General Liability Coverage Part Declarations
CSGA403 (10/07) Liability Premises Schedule
CSGA408 (04/08) Commercial General Liability Classification and Premium Schedule
CG0001TOC (04/13) Commercial General Liability Coverage Form Table of Contents
CG0001 (04/13) Commercial General Liability Coverage Form
CSGA401TOC (02/13) Changes to Commercial General Liability Coverage Form Table of Contents
CSGA401 (02/13) Changes to Commercial General Liability Coverage Form
CG2107 (05/14) Exclusion - Access or Disclosure of Confidential or Personal Information and Data-Related Liability
IL0120 (10/13) Pennsylvania Changes - Defense Costs
CG0300 (01/96) Deductible Liability Insurance
IL0246 (09/07) PA Changes - Cancellation and Nonrenewal
CSGA301 (03/16) Exclusion-Assault or Battery
CG2426 (04/13) Amendment of Insured Contract Definition

Forms and Endorsements Schedule

POLICY NUMBER: CSU0141978

POLICY EFFECTIVE DATE: 11/01/2020

NAMED INSURED: Verve S LLC

FORMS APPLICABLE

Forms Applicable - Commercial General Liability

CSGA418 (06/08) Amendment of Pollutants Definition
CSGA364 (06/08) Exclusion - Coverage C - Medical Payments
CSGA361 (06/08) Exclusion - Fungi or Bacteria
CSGA439 (11/08) Amendment of Duties in the Event of Occurrence Offense Claim or Suit Condition
CG2147 (12/07) Employment-Related Practices Exclusion
CG2149 (09/99) Total Pollution Exclusion Endorsement
CSGA345 (03/08) Exclusion - Designated Operations or Work
CSGA434 (11/08) Automatic Additional Insured-Specified Relationships
CSGA4087 (12/12) Waiver of Transfer of Rights of Recovery Against Others to Us - Per Contract
CG2146 (07/98) Abuse Or Molestation Exclusion
CSGA4034 (06/12) Automatic Additional Insured - When Required in any Non-Construction Contract or Agreement with You
IL0910 (07/02) PA Notice
CG2150 (04/13) Amendment of Liquor Liability Exclusion
CG2196 (03/05) Silica Or Silica-Related Dust Exclusion
IL0017 (11/98) Common Policy Conditions
IL0021 (09/08) Nuclear Energy Liability Exclusion Endorsement
CSLL348 (01/08) Limitation - No Stacking of Limits of Insurance
IL0003 (09/08) Calculation of Premium
CSIA405 (08/09) -A Limitation Of Coverage To Scheduled Classifications Only

The Cincinnati Specialty Underwriters Insurance Company
P.O. Box 145496
Cincinnati, OH 45250

AFFIDAVIT OF DILIGENT EFFORT (CSD 2001)

STATE OF PA

POLICY # CSU0141978

COUNTY OF PHILADELPHIA COUNTY

I _____, whose Social Security Number is **NOT APPLICABLE** of

Horizon Agency, Inc. affirm that I have sought to obtain General Liability
(Agency Name) (Type of Coverage)

Verve S LLC
for _____
(Named Insured)

From:
1. _____ (Authorized Insurer) _____ (Telephone Number)

_____ (Person Contacted) and the reason(s) for the declination by the
Insurer was (were) as follows: _____

2. _____ (Authorized Insurer) _____ (Telephone Number)

_____ (Person Contacted) and the reason(s) for the declination by the
Insurer was (were) as follows: _____

3. _____ (Authorized Insurer) _____ (Telephone Number)

_____ (Person Contacted) and the reason(s) for the declination by the
Insurer was (were) as follows: _____

It is further affirmed that the Insured was expressly advised in writing prior to placing the insurance that (1) the surplus lines with whom coverage is being placed is not authorized to do business as an admitted carrier in this State and (2); in the event of insolvency of the surplus lines insurer, the property and casualty guaranty fund of the State will not pay losses under the surplus lines coverage form.

(Dated)

(Signature of Producing Agent)

(Printed Name of Producing Agent)

COMMONWEALTH OF PENNSYLVANIA INSURANCE DEPARTMENT

1609-PR (REV. 08/12)

(Must be included with SLL Affidavit type 1609-SLL/1609-PR)

Pennsylvania Surplus Lines Association 180 Sheree Blvd., Suite 3100 Exton, PA 19341

Customer ID #	3249
Policy #	
Binder #	

Report of transactions with unlicensed insurer(s) in accordance with Section 1609 of Article XVI, Surplus Lines of the Insurance Company Law, Act of May 17, 1921, P.L. 682, No. 284, as amended

DECLARATION BY PRODUCER

Insured Name	Verve S LLC			
Location of Risk***	643 ANCHOR ST	City PHILADELPHIA	State PA	Zip 19120
Type of Coverage: General Liability				
Description of Insured's Operation: Service - Miscellaneous				
Amount of Insurance	Property*	\$	Casualty**	\$1000000/2000000
Effective Dates (term) of Coverage	FROM 11/01/2020		TO 11/01/2021	

*Total Insured Value

** General or Policy Aggregate

***If more than one location of risk, then give address with most exposure

I declare under the penalties provided for perjury, that I have made a diligent effort to procure the insurance coverage described above from licensed insurers which are authorized to transact the kind of insurance involved and which provide, in the usual course of business, coverage comparable to the coverage being sought and have been unable to procure said insurance. I have documented a declination of coverage from at least three admitted insurers.

I further declare under the penalties provided for perjury, that at the time of presenting a quotation to the insured, the insured was given notice in writing, either directly or through the producer, that:

The insurer with whom the insurance is to be placed is not admitted to transact business in this Commonwealth and is subject to limited regulation by the Department; and in the event of the insolvency of the insurer, losses will not be paid by the Pennsylvania Property and Casualty Insurance Guaranty Association.

ALL applicable provisions of ARTICLE XVI of the Insurance Company Law (40 P.S. §991.1601 et seq.) and Title 31 PA Code, Chapter 124 have been or will be complied with.

Name of Producer Agency: _____
(Type or Print Name of Producer Agency)

License # of Producer Agency: _____
(Agency's License No.)

Name of Producer: _____
(Type or Print Name of Individual Producer)

License # of Producer: _____
(Individual's License No.)

Signature of Producer _____
(Signature of Producer)

Date: _____



CYBER LIABILITY QUOTE ESTIMATE

Date: 10/30/2020

To: Verve S LLC
643 ANCHOR ST
PHILADELPHIA PA 19120

QUOTATION

CSU offers three Cyber products: Data Defender, Network Defender and Cyber Defense. Data Defender and Network Defender can be purchased separately or together. The quote(s) cannot be bound without prior company approval. Final pricing is subject to a favorable Cyber Liability Application, CSHC002. Please contact your C-SUPR underwriter for more information on these products.

1. DATA DEFENDER

Provides first party coverage for specified expenses arising from a "personal data compromise" involving "personally identifying information" of "affected individuals."

"Affected individuals" may be customers, clients, members, directors or employees of the insured entity.

Coverage	Annual Aggregate Limit	Deductible	Annual Gross Premium
Response Expenses	\$50,000	\$1,000	\$53
Defense and Liability	\$50,000	\$1,000	\$20
Identity Recovery	\$25,000	\$250	\$14
Total Data Defender Premium for \$50,000 Annual Aggregate Limit			\$ **87

2. NETWORK DEFENDER

Provides third party coverage for the breach of business information, unintended propagation and forwarding of malware and unintended abetting of a denial of service attack.

Coverage	Annual Aggregate Limit	Deductible	Annual Gross Premium
Computer Attack	\$100,000	\$1,000	\$141
Network Security	\$100,000	\$1,000	\$101
Total Network Defender Premium for \$100,000 Annual Aggregate Limit			\$ **242

3. CYBER DEFENSE

Cyber defense comprises seven components, including first and third party coverages. This robust cyber option offers higher limits and broad coverage and requires individual underwriting. Please consult your C-SUPR underwriter for additional details. To receive a quote, please complete supplemental application CSHC004.

** Note: applicable taxes, terrorism and \$35 broker fee will be added to the final policy.

CSIA 460 07 17

This is not a policy. CSU Producer Resources Inc., a subsidiary of Cincinnati Financial Corporation, offers insurance brokerage services to independent agencies of The Cincinnati Insurance Company. C-SUPR supports your access to Cincinnati's excess and surplus lines company - The Cincinnati Specialty Underwriters Insurance Company. 6200 South Gilmore Road, Fairfield, OH 45014 5141. Mailing address: P.O. Box 145496, Cincinnati, OH 45250-5496 cinfin.com

Commercial General Liability Premises Schedule

POLICY NUMBER: CSU0141978

POLICY EFFECTIVE DATE: 11/01/2020

if Supplemental
Declarations Is Attached

NAMED INSURED: Verve S LLC

LOC.	ADDRESS
1	643 ANCHOR ST PHILADELPHIA PA 19120

SPECIMEN

Commercial General Liability Classification and Premium Schedule

POLICY NUMBER: CSU0141978

POLICY EFFECTIVE DATE: 11/01/2020

NAMED INSURED: Verve S LLC

LOC NO.	CLASSIFICATION	CODE NO.	PREMIUM BASE A - Area B - Payroll S - Gross Sales U - Units	RATE		DEPOSIT PREMIUM	
				Premises Operations and All Other	Products/ Completed Operations	Premises Operations and All Other	Products/ Completed Operations
1	Bicycles - rented to others	10151	S, 50000	74.964	.000	\$3,748	



DRUG~FREE WORKPLACE FORM

The undersigned vendor in accordance with Florida Statute 287.087 hereby certified that

VerveS

does:

(Name of Business)

1. Publish a statement notifying employees that the unlawful manufacture, distribution, dispensing, possession, or use of a controlled substance is prohibited in the workplace and specifying the actions that will be taken against employees for violations of such prohibition.
2. Inform employees about the dangers of drug abuse in the workplace, the business=s policy of maintaining a drug-free workplace, any available drug counseling, rehabilitation, and employee assistance programs, and the penalties that may be imposed upon employees for drug abuse violations.
3. Give each employee engaged in providing the commodities or contractual services that are proposed a copy of the statement specified in subsection (1).
4. In the statement specified in subsection (1), notify the employees that, as a condition of working on the commodities or contractual services that are under Bid, the employee will abide by the terms of the statement and will notify the employer of any conviction of, or plea of guilty or nolo contendere to, any violation of Chapter 893 or of any controlled substance law of the United States or any state, for a violation occurring in the workplace no later than five (5) days after such conviction.
5. Impose a sanction on,or require the satisfactory participation in a drug abuse assistance or rehabilitation program if such is available in the employee=s community, by any employee who is so convicted.
6. Make a good faith effort to continue to maintain a drug-free workplace through implementation of this section.

As the person authorized to sign the statement, I certify that this firm complies fully with the above requirements.

Proposer's Signature

December 28, 2020

Date

Request for Taxpayer Identification Number and Certification

**Give Form to the
requester. Do not
send to the IRS.**

▶ Go to www.irs.gov/FormW9 for instructions and the latest information.

Print or type. See Specific Instructions on page 3.	<p>1 Name (as shown on your income tax return). Name is required on this line; do not leave this line blank.</p> <p style="text-align: center;">Kevin Thompson</p>	
	<p>2 Business name/disregarded entity name, if different from above</p> <p style="text-align: center;">VerveS</p>	
	<p>3 Check appropriate box for federal tax classification of the person whose name is entered on line 1. Check only one of the following seven boxes.</p> <p><input type="checkbox"/> Individual/sole proprietor or single-member LLC</p> <p><input type="checkbox"/> C Corporation</p> <p><input type="checkbox"/> S Corporation</p> <p><input type="checkbox"/> Partnership</p> <p><input type="checkbox"/> Trust/estate</p> <p><input checked="" type="checkbox"/> Limited liability company. Enter the tax classification (C=C corporation, S=S corporation, P=Partnership) ▶ _____</p> <p><small>Note: Check the appropriate box in the line above for the tax classification of the single-member owner. Do not check LLC if the LLC is classified as a single-member LLC that is disregarded from the owner unless the owner of the LLC is another LLC that is not disregarded from the owner for U.S. federal tax purposes. Otherwise, a single-member LLC that is disregarded from the owner should check the appropriate box for the tax classification of its owner.</small></p> <p><input type="checkbox"/> Other (see instructions) ▶ _____</p>	<p>4 Exemptions (codes apply only to certain entities, not individuals; see instructions on page 3):</p> <p>Exempt payee code (if any) <u>N/A</u></p> <p>Exemption from FATCA reporting code (if any) <u>N/A</u></p> <p><small>(Applies to accounts maintained outside the U.S.)</small></p>
	<p>5 Address (number, street, and apt. or suite no.) See instructions.</p> <p style="text-align: center;">643 Anchor Street</p>	<p>Requestor's name and address (optional)</p>
	<p>6 City, state, and ZIP code</p> <p style="text-align: center;">Philadelphia PA 19120</p>	
	<p>7 List account number(s) here (optional)</p>	

Part I Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. The TIN provided must match the name given on line 1 to avoid backup withholding. For individuals, this is generally your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the instructions for Part I, later. For other entities, it is your employer identification number (EIN). If you do not have a number, see *How to get a TIN*, later.

Note: If the account is in more than one name, see the instructions for line 1. Also see *What Name and Number To Give the Requester* for guidelines on whose number to enter.

Social security number									
OR									
Employer identification number									
8	3	-	2	0	6	4	7	6	7

Part II Certification

Under penalties of perjury, I certify that:

- The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me); and
- I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding; and
- I am a U.S. citizen or other U.S. person (defined below); and
- The FATCA code(s) entered on this form (if any) indicating that I am exempt from FATCA reporting is correct.

Certification instructions. You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the certification, but you must provide your correct TIN. See the instructions for Part II, later.

Sign Here	Signature of U.S. person ▶	Date ▶ December 28, 2020
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General Instructions

Section references are to the Internal Revenue Code unless otherwise noted.

Future developments. For the latest information about developments related to Form W-9 and its instructions, such as legislation enacted after they were published, go to www.irs.gov/FormW9.

Purpose of Form

An individual or entity (Form W-9 requester) who is required to file an information return with the IRS must obtain your correct taxpayer identification number (TIN) which may be your social security number (SSN), individual taxpayer identification number (ITIN), adoption taxpayer identification number (ATIN), or employer identification number (EIN), to report on an information return the amount paid to you, or other amount reportable on an information return. Examples of information returns include, but are not limited to, the following.

- Form 1099-INT (Interest earned or paid)
- Form 1099-DIV (dividends, including those from stocks or mutual funds)
- Form 1099-MISC (various types of income, prizes, awards, or gross proceeds)
- Form 1099-B (stock or mutual fund sales and certain other transactions by brokers)
- Form 1099-S (proceeds from real estate transactions)
- Form 1099-K (merchant card and third party network transactions)
- Form 1098 (home mortgage interest), 1098-E (student loan interest), 1098-T (tuition)
- Form 1099-C (canceled debt)
- Form 1099-A (acquisition or abandonment of secured property)

Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN.

If you do not return Form W-9 to the requester with a TIN, you might be subject to backup withholding. See What is backup withholding, later.