

PURCHASE AGREEMENT (PetHub Custom Tag Program)

The terms below will govern the sale of merchandise relating to custom digital ID tags ("Merchandise") by PetHub, Inc. ("Seller") to Williamson County Regional Animal Shelter ("Purchaser"), for distribution of the custom digital ID tags by Purchaser expected to commence on or about 2023-01-01 and conclude on or about 2023-12-31 (such period, the "Initial Term"). This Purchase Agreement may be reviewed on an annual basis following the Initial Term for approval of additional Terms of up to two years, upon written agreement of the parties.

1. Prices: Subsidized merchandise price and minimum order quantities are set forth as noted in Schedule A, attached hereto.

2. Distribution Expectations: Purchaser acknowledges that a Citizen tag activation rate for distributed tags on PetHub.com greater than or equal to 35% will result in the best Shelter Share rewards.

3. Invoicing: Seller will submit an invoice to Purchaser upon delivery of Merchandise. Payment is due within 30 days of the invoice date. ***Please advise if payment will be made via credit card so the credit card processing fee (if applicable) can be added to the invoice.***

a. Please identify which individual will receive all invoicing requests from Seller on behalf of Purchaser. Purchaser will promptly update seller if the individual or contact information changes:

Name: _____

Title: _____

Email: _____

Phone: _____

b. Choose Method of Payment: Check, EFT, Credit Card (CC Transactions over \$1,000 will incur a 3.9% credit card processing fee).

☐ Check

☐ EFT

☐ Credit Card

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c. Texas Prompt Payment Act Compliance: Payment for goods and services shall be governed by Chapter 2251 of the Texas Government Code. An invoice shall be deemed overdue the 31st day after the later of (1) the date Purchaser receives the goods under the contract; (2) the date the performance of the service under the contract is completed; or (3) the date the Williamson County Auditor receives an invoice for the goods or services. Interest charges for any overdue payments shall be paid by Purchaser in accordance with Texas Government Code Section 2251.025. More specifically, the rate of interest that shall accrue on a late payment is the rate in effect on September 1 of Purchaser's fiscal year in which the payment becomes due. The said rate in effect on September 1 shall be equal to the sum of one percent (1%); and (2) the prime rate published in the Wall Street Journal on the first day of July of the preceding fiscal year that does not fall on a Saturday or Sunday.

4. Dispute Resolution: This Purchase Agreement shall be governed by Texas State Law, and venue shall be Williamson County, Texas. Any dispute arising from this Purchase Agreement shall first be addressed by the parties through informal dispute resolution procedures conducted in good faith. If the parties do not resolve the dispute within thirty days of the date of the first dispute resolution meeting, the parties agree to arbitrate the dispute in a mutually agreed-upon place with a mutually agreed-upon court-approved arbitrator, the costs of which shall be borne equally by the parties. The results of such arbitration shall be binding upon both parties. The parties agree to use mediation for dispute resolution prior to and formal legal action being taken on this contract.

5. Production & Shipping: Due to the custom nature of these tags, **production will not begin until this Purchase Agreement is signed and the invoice has been paid in full and received by Seller. If outstanding invoices exist, they must also be paid in full before the order will be placed by Seller.**

a. The expected delivery date of 12-31-22 is contingent on receipt of a signed Purchase Agreement and signed Purchase Order on or before 11-18-22. (Unforeseen circumstances such as delays in customs, inclement weather, labor strikes or other unforeseeable events may extend this delivery period.)

b. Standard non-expedited shipping is included in the purchase price.

c. In the event Purchaser requires expedited shipping, Purchaser will notify Seller within 15 days prior to shipping date. Purchaser is responsible for all additional costs associated with expedited shipping.

d. Schedule B (attached hereto) contains estimated non-expedited shipping time frames. Purchaser acknowledges that they have read and they understand the shipping time frames contained in Schedule B. Once Purchaser initials Schedule B, those time frames will be deemed approved and accepted by Purchaser.

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6. Returns: Due to the nature of custom work that is unsaleable by any entity other than the Purchaser, the Seller will not issue any refunds after the date Purchaser signs the Art Proof and Order Form, an unsigned copy of which is attached hereto for reference. Following receipt of Merchandise, Purchaser must notify Seller of any claimed shipping error or damage within seven (7) calendar days of receipt of Merchandise. Purchaser's failure to give such notice within the seven-day period shall be deemed a waiver of Purchaser's claim for incorrect or damaged shipments. Returns may be credited to Purchaser's account or replaced at Seller's discretion. Seller makes no warranties, express or implied, with respect to the Merchandise.

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Agreed, Reviewed, and Understood:

x Lorien Clemens
—

Lorien Clemens, Chief Executive Officer

PET HUB, INC.

1250 N Wenatchee Ave Suite H-124

Wenatchee, WA 98801

x _____
—

Name, Title: _____

Organization: Williamson County Regional
Animal Shelter

Address: _____

City, State: _____

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PURCHASE AGREEMENT (PetHub Custom Tag Program)**Schedule A: PetHub 2021 Price List for:****Custom Tags**

<i>Product Number</i>	<i>Name</i>	<i>Minimum Volume</i>	<i>List Price Per Unit</i>	<i>Unit Subtotal</i>
41-CT-SS-L	Custom Digital "Powered by PetHub" License Tags, 32mm, Standard Packaging	1,500	\$1.48	\$2,220.00
41-BS-S	Tag Activation Slips		\$0.12	\$0.00
10-INTDES	Initial Tag Design. Design only of tag and co-branded digital marketing support assets			\$250.00
				\$2,470.00

Total: \$2,470.00

* Price listed does not include sales tax. If your organization is tax exempt, and this is a resale purchase, please send an applicable tax exempt certificate to salesteam@pethub.com

PURCHASE AGREEMENT (PetHub Custom Tag Program)**Schedule B: Estimated PetHub Standard Non-Expedited Shipping Time
from Production to Receiving:**

	<i>Shipped Via Air</i>			<i>Shipped via Sea</i>			
<i># of Tags</i>	500-9,999	10,000-24,999	25,000-49,999	50,000-74,999	75,000-149,000	150,000-300,000	300,000+
<i># of Weeks</i>	8 weeks	10 weeks	12 weeks	14 weeks	16 weeks	20 weeks	Ask your Rep

Order Confirmation Date: 11-19-22**Estimated Number of Weeks for delivery: 8 weeks**

Signature Certificate

Reference number: BXGYG-ILFJH-FTDWB-BVRXW

Signer	Timestamp	Signature
Lorien Clemens Email: lorien@pethub.com Sent: 17 Nov 2022 21:45:58 UTC Viewed: 17 Nov 2022 22:19:34 UTC Signed: 17 Nov 2022 22:20:01 UTC	17 Nov 2022 21:45:58 UTC 17 Nov 2022 22:19:34 UTC 17 Nov 2022 22:20:01 UTC	
Recipient Verification: ✓ Email verified	17 Nov 2022 22:19:34 UTC	IP address: 64.245.0.68 Location: San Jose, United States

Document completed by all parties on:
17 Nov 2022 22:20:01 UTC

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