

**GETS Ready Program
Exhibit 2 (Governance)
to the
Master Services Agreement**

TABLE OF CONTENTS

1.0	Introduction	1
2.0	General Governance Activities	1
2.1	Overview – GETS Ready Program Governance	1
2.2	Reporting and Forecasting.....	1
2.3	Addressing Specific Customer Issues	2
2.4	Additional Requested Activities	2
3.0	Interpretation of Provisions in Section 2.....	2

1.0 Introduction

This **Exhibit 2 (Governance)** describes certain obligations of Service Provider as a participating service provider in GTA's GETS Ready Program (each such participating service provider, a "**GETS Ready Program Service Provider**") with respect to reporting, forecasting, coordination and other activities in support of GTA's overall governance and administration of the GETS Ready Program.

The objectives of the GETS Ready Program activities described and contemplated in this **Exhibit 2 (Governance)** is to promote the meeting of Customer objectives with respect to the services obtained under the GETS Ready Program and to promote healthy relationships among GTA, GETS Ready Program Service Providers and Customers.

The Parties anticipate that the GETS Ready Program will evolve as new opportunities arise to enhance the program's goals and objectives.

2.0 General Governance Activities

2.1 Overview – GETS Ready Program Governance

GTA may identify and define from time to time certain governance, administration and performance monitoring, reviewing and reporting activities related to the GETS Ready Program. Service Provider, as a GETS Ready Program Service Provider, shall participate in and support such activities in accordance with the reasonable requests and instructions of GTA, as further described in this **Exhibit 2 (Governance)**.

2.2 Reporting and Forecasting

In accordance with the requirements provided by GTA, Service Provider shall regularly (and no less frequently than monthly) provide GTA:

- a description of all Customer or prospective Customer requests for GETS Ready Program services, including such requests that result in the preparation of a proposal or draft of a Customer Purchase Agreement;
- copies of all Customer Purchase Agreements prepared for submission to and consideration by GTA that include Customer (or proposed Customer) contact info;
- volume/revenue reports that also describe the mix of services being consumed by Customers; and
- periodic forecast, as requested by GTA.

Additionally, Service Provider will conduct periodic Business Planning meetings with GTA, to review such of the above information as is appropriate and such other information as GTA may request.

From time to time during the term of the MSA, GTA may modify the above requirements related to reporting and governance that shall be applicable to all GETS Ready Program Service Providers, and Service Provider shall cooperate with GTA and comply with GTA's requests associated with such activities. The GETS Ready Program, which is comprised of various GETS Ready Program Service Providers, requires reasonable coordination and cooperation among the participants, including parties that otherwise may view themselves

as competitors, in order to work together toward the goal of providing consistent and high quality services and experiences for the Customers under the GETS Ready Program. In this regard, the participants must interact and cooperate with each other within the Managed Environment in a manner that, as a foremost guiding principle, first considers the best interests of GTA and Customers.

2.3 Addressing Specific Customer Issues

Service Provider will consult with and support the efficient and effective resolution of any service performance issues with Customers (and, as applicable, GTA, including as requested or directed by GTA), including issues that may be raised from time to time by such Customers (whether to Service Provider directly or through GTA). In all such cases, Service Provider's focus will be on resolving issues at the lowest possible escalation level and consistent with the approach set out in **Section 3.0** below.

2.4 Additional Requested Activities

In addition to the activities described in **Sections 2.2** and **2.3** above, Service Provider shall comply with GTA's periodic requests to participate in other GETS Ready Program activities, including attendance at meetings with GTA, as well as with current, past or prospective Customers.

Without limiting the foregoing, GTA may request Service Provider to participate in the following activities:

- Collection and publication of performance and reputation-based information and metrics based on input from current, past and prospective Customers;
- Undertaking and reporting on satisfaction surveys of Customers;
- Establishing and participating in user groups for Customers of the Services;
- Organizing and participating in GETS Ready Program Service Provider forums, including forums that involve multiple GETS Ready Program Service Providers to address innovation or other new opportunities;
- Participating in GTA-designed activities aimed at creating awareness among current or prospective Customers respecting services available through the GETS Ready Program; and
- General coordination and cooperation activities among GETS Ready Program Service Providers, including in specific cases where Customers have entered into arrangements with GETS Ready Program Service Providers other than Service Provider.

3.0 Interpretation of Provisions in Section 2

The provisions in **Section 2** of this **Exhibit 2 (Governance)** are intended to set forth the principles upon which the GETS Program will operate, but are not intended to alter the plain meaning of the MSA or Customer Purchase Agreements or to change the scope of the Parties' respective obligations thereunder. Without limiting the foregoing, GTA shall have no responsibility for the performance of Service Provider or Customers under their respective Customer Purchase Agreements.