

**ADDENDUM NUMBER ONE
TO
PROFESSIONAL SERVICES AGREEMENT
BETWEEN
CITY OF COSTA MESA
AND
BUXTON COMPANY**

THIS ADDENDUM NUMBER ONE ("Addendum") is made and entered into as of the 3rd day of April, 2020 ("Effective Date"), among the CITY OF COSTA MESA, CALIFORNIA ("City of Costa Mesa"), BUXTON COMPANY ("Buxton"), and LSMX, INC. ("LSMx") (each a "Party" and collectively the "Parties").

WHEREAS, City of Costa Mesa and Buxton entered to a Professional Services Agreement, dated April 3, 2020 ("Buxton Agreement"); and

WHEREAS, the Parties desire to amend the Buxton Agreement to provide the City of Costa Mesa with access to LSMx software subscriptions for the Term of the Buxton Agreement, unless terminated earlier as set forth in the Buxton Agreement; and

WHEREAS, the Parties acknowledge that this Addendum and each of its provisions is expressly contingent upon the Buxton Agreement and associated fees remaining in full force and effect.

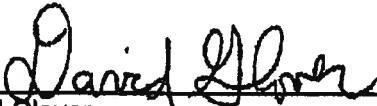
NOW, THEREFORE, the Parties agree as follows:

1. **Background. LSMx**, which stands for **Local Store Marketing** powered by Buxton, is a proprietary customer acquisition solution designed specifically for small business owners and franchisees. Local governments and economic development agencies can also leverage this tool to support local businesses and entrepreneurs, foster an environment that encourages private-public partnerships, and strengthen the business climate in their community. The benefits of LSMx are further described in Exhibit "A," attached hereto and incorporated herein.
2. **Subscriptions.** For each month of the Term of the Buxton Agreement, the City of Costa Mesa will have access to up to 25 complimentary LSMx monthly subscriptions.
3. **Deliverables and Terms**
 - Up to 25 LSMx subscriptions will be provided at no additional charge to the City of Costa Mesa for designation of access at the City of Costa Mesa's sole discretion to local retail, restaurant and service provider subscribers (each a "Subscriber") during the Term of the Buxton Agreement.
 - Any default or termination under the Buxton Agreement will also constitute a default and termination under this Addendum. In the event that the Buxton Agreement is terminated, the 25 monthly subscriptions will be canceled, at which time, each Subscriber will have the option of continuing their subscription at standard rates. Standard rates will be the prevailing rate at the time of cancellation.
 - All fees associated with advertising campaigns executed via the LSMx software by the Subscriber are at an additional cost to the Subscriber. Each Subscriber executing advertising campaigns within the LSMx software are responsible for such costs via the credit card information they provide in the LSMx software.

- If the City of Costa Mesa requests services not specified in this Addendum, the Parties shall enter into an additional Addendum setting forth the additional services, fees, and other mutually agreed upon terms.
 - The Parties to this Addendum expressly agree to the following terms and conditions:
 - Each subscriber will be subject to the applicable terms and conditions contained in the LSMx software license agreement accessed via the LSMx software.
 - The LSMx software is provided to each subscriber under a non-exclusive, non-transferable, limited, non-sublicensable, revocable license to access and use the LSMx software.
 - The LSMx software is not being sold to the City of Costa Mesa or a subscriber and it is not available for resale.
 - The LSMx software license does not convey any rights in or to the LSMx software or any patent, copyright, trademark or any other intellectual property rights of LSMx. LSMx retains all right, title, and interest in and to the LSMx software (including any upgrades, improvements, modifications, derivatives, and refinements to the LSMx software).
4. All terms not defined herein shall have the same meaning and use as set forth in the Buxton Agreement.
5. All other terms and conditions of the Buxton Agreement shall remain in full force and effect.

IN WITNESS WHEREOF, the Parties have caused this Addendum to be executed by and through their respective authorized officers, as of the date first written above.

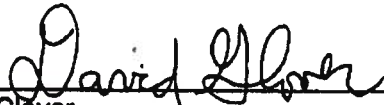
BUXTON COMPANY



 David Glover
 Chief Financial Officer

Date: 4/21/2020

LSMX, INC.



 David Glover
 Chief Financial Officer

Date: 4/30/2020

CITY OF COSTA MESA



 Susan Price
 Assistant City Manager

Date: 5/5/20

ATTEST:

Brenda Green
Brenda Green
City Clerk



APPROVED AS TO FORM:

Kimberly Hall Barlow
Kimberly Hall Barlow
City Attorney

Date: 5/1/20

APPROVED AS TO INSURANCE:

Ruth Wang
Ruth Wang
Risk Management

Date: 4/29/2020

APPROVED AS TO CONTENT:

Daniel Inloes
Daniel Inloes
Project Manager

Date: 4/21/2020

DEPARTMENTAL APPROVAL:

Barry Curtis
Barry Curtis
Economic and Community Development
Director

Date: 4/21/20

APPROVED AS TO PURCHASING:

Jennifer King
Jennifer King
Assistant Finance Director

Date: 4/28/20

EXHIBIT A

BENEFITS



LSMx, **Local Store Marketing** powered by Buxton, is a simple, but powerful, customer acquisition solution that allows local business owners to easily see and understand:

- Who and where their best potential customers are coming from
- How far their most valuable customers are willing to drive to their location
- How many potential customers are near or around them

LSMx:

- Alerts users about upcoming local events that could be driving business
- Shows where specific competitors are in relation to potential customers
- Highlights traffic congestion that might interfere with performance

Key Differentiator

LSMx completely executes marketing campaigns to the potential customers users see right from their mobile device in just minutes. Local businesses can target the potential customers that LSMx identifies with any or all the following marketing channels:

- Direct Mail
- Email
- Facebook
- Google
- Mobile Banner Ads

Benefits to the City of Costa Mesa

- Encourages private-public partnerships
- Supports local businesses
- Provides local businesses with resources (analytics, application, marketing automation, marketing execution) normally reserved for much larger entities
- Supports business retention
- Supports localization efforts
- Supports increase in local tax income because businesses can be more successful