

Novi PSAP Adoption Agreement

This PSAP Adoption Agreement (“PSAP Agreement”) is entered into between the City of Novi (“PSAP”) and Carbyne, Inc. (“Contractor”) as of the last date of signature below (“PSAP Agreement Effective Date”). PSAP and the Contractor may be referred to individually as a “Party” or collectively as the “Parties.”

By entering into this PSAP Agreement, PSAP agrees to the applicable terms of the Contract between County of Oakland and Contractor with Contract Number 011794, including any exhibits, appendices and attachments (collectively, “Contract”). This PSAP Agreement incorporates the Contract and forms an agreement only between PSAP and Contractor. The parties agree that the Contract contains Contractor Deliverables that are solely Contractor’s obligation to provide the County as well as payment obligations to Contractor that are solely financial obligations of County. For avoidance of doubt, County of Oakland is neither a party nor a third-party beneficiary to this PSAP Agreement.

This PSAP Agreement also specifies additional terms defined below and fees specific to PSAP. Such additional terms are consistent with Contract, however in the event of a conflict between the Contract and this PSAP Agreement, this PSAP Agreement will apply to the extent of such conflict. Any capitalized terms will have the same definition as set forth in the Contract, unless otherwise expressly set forth in this PSAP Agreement. The terms of the Contract will continue for the duration of the PSAP’s Subscription Term.

The Parties agree to the following additional terms which apply to PSAP:

1. Subscription Term: The Solution subscription start date will be the earliest of i) the date Carbyne delivers to Customer the license keys which provides Customer with access to the APEX platform, or ii) February 1, 2027 (“APEX Start Date”). The Solution subscription term will continue through January 31, 2032 (“APEX End Date”).
2. Fees:

City of Novi	
45175 W. 10 Mile Rd, Novi, MI 48375	
Concurrent Seats	3
Installed Positions	5
Year 1 Costs (Subscription + One-Time + Hardware)	\$117,203.48
Years 2-5 Annual Fee	\$57,171.52

Novi PD	
45125 10 Mile Rd, Novi, MI 48375	
Concurrent Seats	3
Installed Positions	5
Year 1 Costs (Subscription + One-Time + Hardware)	\$117,203.48
Years 2-5 Costs	\$57,171.52

CPI Adjustment: In Carbyne's sole discretion, annual subscription fees may be subject to a fee adjustment on each anniversary date of the subscription start date to account for changes to the U.S. Department of Labor Consumer Price Index ("CPI"). Such fee adjustments are limited to the greater of 3% or the change in the CPI for the twelve month period preceding the anniversary date.

Payment terms are as set forth in the Contract.

All payments are due Net 30 days from the date of invoice.

The Parties by their duly-authorized representatives have caused this PSAP Agreement to be executed as of the PSAP Agreement Effective Date:

City of Novi Address: 45175 W. 10 Mile Rd, Novi, MI 48375	Carbyne, Inc. Address: 45 W. 27 th St., Floor 2, New York, NY 10001
By:	By:
Name:	Name:
Title:	Title:
Date:	Date: