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Business Services

Request for Proposal : Bid# 2021-13CO

Point of Sale System For Premium Seating and Concessions for the BancorpSouth Arena & Cenference Center

Presented to:

The City of Tupelo, MS

Submitted by:

Darren Lucy, Account Executive

512-960-2152 | Darren.Lucy@fiserv.com

May 25, 2021

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May 19, 2021

Traci Dillard
Executive Director
City of Tupelo, Mississippi
71 East Troy Street, 1ˢᵗ Floor Tax Office
Tupelo, MS 38802

Dear Traci:

First Data Merchant Services, a wholly owned subsidiary of Fiserv, Inc. (collectively "Fiserv" or "we") submits a differentiated, best in class solution in response to the City of Tupelo Request for Proposal Bid #2021-13CO BancorpSouth Arena & Conference Center Point of Sale System.

In response to the pandemic, we have accelerated our focus on safe, frictionless digital commerce that your customers demand. With a move to a more consolidated environment from a single provider, BancorpSouth Arena can attract and delight customers in a safe, frictionless manner. As the lines blur between digital and physical commerce, our solution can help provide an effective and efficient solution to your partners and fans through the recent, no-touch/low touch investments in our platform.

We can provide the City of Tupelo with innovation, scope and scalability that is unmatched by other providers, and offer the following unique benefits to BancorpSouth Arena:

✓ **Simplify and modernize your point-of-sale operation** with comprehensive solutions from a single provider. We are the only provider who manufactures our own POS hardware, develops and maintains our own enterprise POS software, and provides our wholly owned payment stack. Our platform allows you to expand your solution over time, giving you the capability to adapt to the ever-changing requirements in the sports and entertainment industry.

✓ **Enhance the BancorpSouth Arena experience** with features that drive revenue, protect customers, increase loyalty, and lower your costs. We realize that BancorpSouth Arena's operation is complex, and that each venue has its own unique set of needs. BancorpSouth Arena will improve revenue metrics and the customer experience with faster processing speeds, frictionless loyalty, and unmatched security.

✓ **Innovate your future with a collaborative partner** who has the industry experience, scope and scale to support your future. We are a growing company, and we are making significant investments in innovation to drive the future of commerce. To keep you on the forefront of innovation, your designated team will proactively evaluate your current solutions offerings as a fundamental element of our partnership, to ensure that you are equipped with the most up-to-date solution set to meet your needs well into the future.

We are fully committed to the project execution/timeline, and longevity of our potential partnership. Every minute of every day, Fiserv helps people and businesses move money and information as their *partner in possibility*. Through our collaborative partnership, BancorpSouth Arena will experience superior value through leading technology and targeted innovation that integrates to your operation quickly as your needs change. We look forward to your feedback and the opportunity to collaborate further on our solution.

Sincerely,

Darren Lucy

Darren Lucy, Account Executive
512-960-2152 | Darren.Lucy@fiserv.com

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Executive Summary

With our solution, the City of Tupelo benefits from capabilities no other provider can match:

Simplify and modernize your point of sale operation with comprehensive solutions from a single provider

Enhance the BancorpSouth Arena Experience with features that drive revenue, protect customers, increase loyalty and lower your costs

Innovate your future with a collaborative partner who has the industry experience, scope and scale to support your future

Purchasing a Point-of-Sale (POS) System for your venues is an incredibly significant investment, and there are many choices to be made about the technology and systems to have in place. Technology is continually evolving at a rapid pace, particularly in the world of venues like BancorpSouth Arena, and your operation must be able to keep up with the changing needs of customers and operators. Our solution has disrupted the market with constantly evolving software that helps solve real-world operational and technical challenges specific to your industry.

In particular, we are seeing a large shift and demand from consumers to bring the digital interactions they experience outside of your events and allow them to order how, when, and where they want within a venue. Fiserv supports dual-mode kiosks, mobile ordering and grab-and-go workflows to adapt to and keep up with consumer purchasing expectations.

The Fiserv business model diverges from traditional offerings by distributing hardware at a lower cost and charging for software as a service over a specific license term. Periodic software updates are free during the period of the software license, as we recognize that our clients' needs and use cases change over time. This approach recognizes that a point-of-sale/commerce solution must evolve with the changing objectives of the venue.

With our solution, BancorpSouth Arena will leverage a modern cloud-based commerce solution specifically designed for venues that enables payment acceptance, streamlines day-to-day operations for your venue and provides the latest technology and partnerships in the industry.

The following subsections of our executive summary describe how we are uniquely equipped to meet your objectives.

Simplify and Modernize your Point of Sale Operation

The market has shown this to be an inevitable trend that has already led large venues away from costly, on premise legacy POS systems, and towards a more modern and innovative platform. Our track record of in-house software development is one key to our success, as is our ability to partner with third parties of all kinds (data warehouses, payments, loyalty, loss prevention, stored value and more).

Experience Unique Clover POS Hardware

Only available through Fiserv, our proprietary Clover devices go beyond a simple point-of-sale (POS) solution to accept payments. Clover® Station Pro LTE and Clover® Flex LTE are user-friendly, all-in-one solutions that are easy to set up and can help you manage your business. The out-of-the-box payment processing capabilities of Clover will facilitate ease of implementation, and each Clover unit comes with TransArmor® Data Protection, a dual layer of security that protects you and your customers. In addition, each unit is EMV® compliant, thereby reducing identity theft risk and facilitating safer transactions in person and online. Each visually pleasing unit comes packed with features and cutting-edge hardware that can meet your needs now and in the future. So, as you grow, you can do even more – thanks to the flexible and scalable platform of Clover.

Integrate with Third Parties Easily through Flexible APIs

Fiserv simplifies your payment environment with a wide variety of integrated modules and peripherals; however, we are also flexible enough to integrate with a selection of other partners to provide additional functionality inside your ecosystem. Our solution is integrated to a highly curated list of industry leaders that add tremendous value to our core. Our platform provides a robust set of open APIs that third party partners can consume to integrate into our platform.

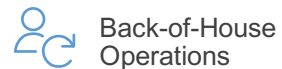## Enable Functionality Specific to Your Industry

We provide commerce software that is industry specific. We have historically focused on sports and entertainment, and we understand the unique needs of your business. We offer an enterprise solution specifically designed to service large numbers of POS terminals operating in environments with highly condensed peak activity. As such, our primary focal points for the specified functionality pieces are speed of service (for customer satisfaction), ease of use and intuitive front of house (for concession employees), frictionless third-party integrations and – most importantly – a sophisticated back of house

Fiserv provides comprehensive and proprietary POS hardware, software, payments and support from a single source.

POS Hardware

POS Software

BYPASS

Front-of-House Operations

Back-of-House Operations

Processing

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Reporting and Analytics

Cybersecurity

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(BOH) component to help you manage your inventory and cost controls.

Consolidated Front of House (FOH) and Back of House (BOH) Software Integration

Our BOH software module is fully integrated with our FOH Clover hardware stack, so you are not managing two separate systems. The depth of our BOH offering is what most differentiates us from other tablet/cloud-based POS competitors. The BOH currently supports inventory management, event management, menu management, reporting, and cash-tracking operations for clients in all major sports leagues. Our experience in this department cannot be overstated and is essential for your Food and Beverage (F&B) partner to operate efficiently.

Robust Reporting for Each of BancorpSouth Arena's Venue

We also excel in our ability to provide venues like BancorpSouth Arena reporting views applicable to your operations, with itemized sales, hourly sales and sales by payment method. Our reporting is web-based and can be accessed using any internet-enabled device. We can provide you custom reports in standard report or graph view based upon your needs. All reports can be filtered by various criteria, giving BancorpSouth Arena the best access to the most applicable data. Our reports can be exported into numerous formats and we also have the capability to provide custom data feeds to our partners' enterprise data warehouses.

Enhance the BancorpSouth Arena Experience

As the world looks to reopen and provide safe in-person entertainment, Fiserv will enhance your payment experiences with unique benefits such as line busting processing speeds and frictionless loyalty and payments, while protecting your customers with leading security. In addition, BancorpSouth Arena will benefit from flexible reporting that is easily customizable to provide the information you need for each of your venues.

Bust Lines and Collect More Payments with Faster Payment Processing

One of our main differentiators is our ability to move customers through the transaction process as quickly as possible, especially during periods of peak load. Our EMV transaction processing time is three seconds with contactless EMV and NFC mobile wallet transactions clocking in slightly faster at two seconds. This differentiator has helped our partners move customers through the lines quicker providing a better experience for their fans/guests, adding higher top line revenue and achieving higher incremental margins.

Attract and Delight Customers with Frictionless Loyalty and Pay

We offer the only commerce platform in the sports and entertainment industry that provides single-tap loyalty and stored value redemption. Through our partnerships with Apple®, Google® and various loyalty providers, our partner venues can now provide frictionless stored value and loyalty to their customers. With a single tap of a smartphone or single scan of a QR code, loyalty members can associate their membership number with the transaction, apply any offers that may be available and use stored value to pay for their transaction. This eliminates the traditional need for three different interaction points, speeds up the transaction allowing for more throughput, enhances the guest experience and provides our clients with invaluable data on customer buying behavior.

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Protect Customers with Unmatched Security and Lower Operating Costs

Keep your customers safe with our unique ability to provide End-to-End Encryption (E2EE) to venues in Sports and Entertainment. All payment acceptance devices from Fiserv are validated by the PCI Council as VP2PE devices; however, our security goes a step further in that we do not require a third-party gateway to process transactions. All credit card transactions accepted through our platform come straight to our processing platform, eliminating a failure point, latency and the additional processing cost that come with using a credit card gateway. With our solution, no sensitive data will be transmitted across your network.

Innovate Your Future with a Collaborative Partner

Fiserv works with over 300 clients representing premier sports properties in the NFL, MLB, NHL, NBA, NCAA, MLS, MiLB, NCAA, convention centers, regional arenas and regional entertainment venues. Our software will support BancorpSouth Arena's food and beverage operation by implementing modules including perpetual inventory, and even management suites order management, handhelds for in-seat and in-suite service, hawkers and portables. The following subsections of our executive summary describe how we are uniquely equipped to solve for your pain points and meet your objectives.

As the pace of technological change increases, it is important to select a partner who not only has a deep understanding of your specific industry, but the experience in delivering applicable payment-related solutions that meet the individual needs of your venues.

Receive High-Quality Service, Support and Expertise from a Proactive, Designated team

We seek to equip BancorpSouth Arena with the latest payment technology solutions, from processing to analytics, and we will continue to foster and maintain a strong relationship throughout the lifecycle of our partnership. BancorpSouth Arena will receive the support of a team of account management professionals who are committed to your success and focus on addressing your needs quickly.

Your designated relationship manager from Fiserv will be your single point of contact, promoting your future with our breadth of solutions and enhancements. Your designated Relationship Team focuses on complex issues that will help BancorpSouth Arena run and grow your business. Your entire support team has the expertise necessary to fully understand your needs and can quickly adjust to maximize the success of your program.

Enable Commerce with the Scalaibility and Reliability of a Growing Company

Today, BancorpSouth Arena is embarking on an unprecedented journey of innovation and investment Fiserv has 37 years of strong innovation with a track record of delivering real value to our clients. Recently, Fiserv has undergone a significant transformation, offering modern agile and differentiated suite of global, commerce solutions that are easy to integrate. Today, Fiserv is a trusted business partner for 90 percent of global Fortune 500 companies. With over six million clients worldwide, we are widely recognized as a leader, providing unique value in the payments space.

With a focus on our future with BancorpSouth Arena, we will continue to offer innovative capabilities to meet your needs in ways that no other provider can through our:

- **Scope, scale and reliability**: We are the leading merchant acquirer and issuer processor, with global scale that in fact, we processed 100 billion global transactions last year, representing $2.6 trillion in payment volume.

- **Innovation**: Fiserv continually invests in and develops leading payment technology solutions to support our clients' business objectives. Our leadership team has committed an incremental $500 million investment to accelerate innovation and new product development. That focus on innovation can help BancorpSouth Arena incorporate new capabilities into your organization to help expand your operations while deepening your customer relationships.

Fast Company named Fiserv one of the ***World's Most Innovative Companies*** for 2021 for our resilience turning the challenges of 2020 into significant progress.

Fortune named Fiserv as one of the ***World's Most Admired Companies*** again in 2021 for the eighth consecutive year in a row.

With clients across nearly every industry, size and phase of their lifecycle, our experts have the knowledge to help you succeed now and, in the future, – no matter how big your organization grows or how much your goals change. As Fiserv continues to invest in and rollout services to support ever-evolving commerce models it is our hope to demonstrate to you our leadership in payments.

Partner with a Proven Innovator in Your Industry

Fiserv is a leading innovator in enterprise point of sale solutions for the Sports & Entertainment industry. Our cutting-edge approach helps venues achieve unrivaled improvements in profitability, efficiency, and customer experience. Our solution has been deployed at hundreds of venues at a cost, pace and ease of integration never before possible.

We greatly appreciate you extending this opportunity to Fiserv and look forward to working together to grow your business and expanding our relationship to support your entire operation from end to end.

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About Fiserv

2021 Quick Facts

Founded in 1984 | HQ: Brookfield, WI | Over 44,000 associates | Serving thousands of financial institutions and millions of businesses of all sizes | More than 1,000 patents issued and pending

Fiserv is a global leader in fintech and payments. We enable innovative experiences in step with the way people live and work today.

Our Aspiration

To move money and information in a way that moves the world

Our Values

Earn Client trust every day.

Inspire & achieve excellence.

Create with purpose.

Do the right thing.

Deliver on the promise of one Fiserv.

Our Purpose

To deliver superior value for our clients through leading technology, targeted innovation and excellence in everything we do

We serve financial institutions, businesses, and merchants of all sizes from more than 100 countries, enabling their customers, members, and consumers to move money when and where they need it at the point of thought. Learn more at fiserv.com

Honored by Recognition

- **FORTUNE World's Most Admired Companies®:** 2014, 2015, 2016, 2017, 2018, 2019, 2020 and 2021
- **FORTUNE® 500:** 2016, 2017, 2018, 2019 and 2020
- **IDC FinTech Rankings Top 10:** 2014, 2015, 2016, 2017, 2018 and 2019
- **Software 500:** 2015, 2016, 2017 and 2018
- **Forbes Global 2000**
- **Forbes Digital 100:** 2019

Growing with Our Clients

Public on NASDAQ as FISV since 1986, Fiserv is an original fintech that continues to move financial services and payments forward as our clients' needs evolve.

	2018	2019	2020
Total Revenue	$5,823M	$10,187M	$14,852M
Net Income	$1,187M	$893M	$958M
Operating Cash Flow	$1,552M	$2,795M	$4,147M
Total Assets	$11,262M	$77,539M	$74,619M
Shareholder Equity	$2,293	$32,979	$32,330

4.1 Company Profile

Global presence of vendor.

Our payment technology solutions have the depth and breadth to support your global operations. As a global industry leader, Fiserv supports customers in 100 countries. Plus, with Fiserv operations in 27 countries and a global team of 19,000 owner-associates, we can bring our innovative payment solutions to support your operations and customers around the world.

Through these arrangements, Fiserv is able to support BancorpSouth's local acquiring needs in the regions in which you are domiciled today, as well as support future growth as you look to expand into new markets.

Brief overview of Fiserv.

For 36 years, Fiserv has been a leader in financial services technology. Fiserv was formed on July 31, 1984, through the combination of two major regional data processing firms located in Milwaukee, Wisconsin, and Tampa, Florida. These firms - Fiserv Milwaukee and Fiserv Tampa - began their operations in 1964 and 1971, respectively, as the data processing operations of their parent financial institutions.

Fiserv was incorporated in the state of Delaware and changed where it was incorporated on February 2, 1992 to the state of Wisconsin.

In 2010, Bypass began providing customer facing mobile applications for "remote order and pay" functions. In 2012, the company expanded further into mobile POS (mPOS), deploying handheld point-of-sale applications. From there, Bypass quickly realized the need for a constantly evolving technology stack to keep up with the changing needs of such an advanced fast-paced industry.

On March 18, 2020, Fiserv announced the acquisition of Bypass Mobile, an independent software vendor (ISV) and leading innovator in enterprise point-of-sale systems. The acquisition of Bypass will help power the next generation of omni-commerce capabilities from Fiserv, enabling enterprise businesses to deliver a seamless customer experience that spans physical and digital channels.

The integration of Bypass with the universal commerce platform from Fiserv will enable the creation of new, secure purchasing experiences across connected devices. Together, we will help businesses accept payments quickly and efficiently while continuing to deliver a variety of payment options their customers are demanding.

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4.2 References

Fiserv brings an established reputation for providing high-quality Point of Sale solutions. Our project references, noted below, affirm this reputation and clearly demonstrate our ability to successfully provide the services requested in this RFP. Refer to Table 2 for our references.

Table 2. References. *These references represent clients similar to BancorpSouth Arena.*	
Reference #1	
Name of Institution	Texas Tech University – NCAA Arena & Stadium – Lubbock, TX
Contact Person	Jay Satenspiel - Sr VP, Spectra Food Services & Hospitality
Phone	919-395-7900
Email	jay_satenspiel@comcastspectacor.com
Description of Services	The University currently utilizes 222 POS units across the 2 venues. Texas Tech University is also utilizing Bypass modules including Inventory, and integrations to the university student card provider.
Reference #2	
Name of Institution	American Airlines Arena – Miami Heat – Miami, FL
Contact Person	Matthew Jafarian - EVP, Business Strategy
Phone	414-908-3789
Email	Mjafarian@heat.com
Description of Services	Bypass deployed over 350 devices for 2019-2020 NBA season. A large piece of the decision-making process for the Heat was our ability to innovate and provide capabilities that allow for unique fan engagement opportunities. The Miami Heat are leveraging the Bypass platform to provide Single Tap Loyalty & Pay leveraging the Apple VAS and Google SmartTap protocols and modules that include Inventory, Premium Reporting, Stored Value & Loyalty Integration through Fortress and Mobile Ordering through Tapin2.
Reference #3	
Name of Institution	Fiserv Forum – Milwaukee Bucks – Milwaukee, WI
Contact Person	Matt Pazaras - SVP Business Development and Strategy
Phone	414-227-0574
Email	mpazaras@bucks.com
Description of Services	Bypass deployed 300 POS units for fixed stands and portable concessions, premium bars, clubs, and in-seat ordering. Fiserv Forum is utilizing Bypass modules including Inventory, Premier Reporting, Promotions, and Stored Value & Loyalty Integrations.

4.3 Response to Specifications

- Attached in provided spreadsheet.

4.4 Equipment

Fiserv is proposing the Clover Station Pro with NFC-enabled Payment Terminal for all Fixed POS Locations. Please see below for technical and functional specifications of each device.
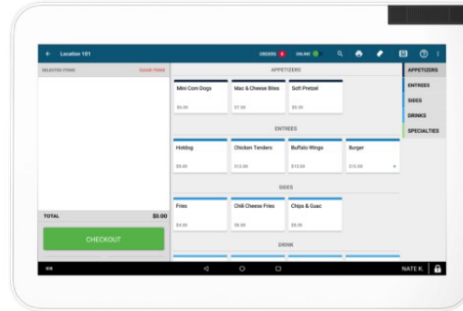
Fixed POS – The Clover Station Pro allows the merchant and venue to consolidate many of the peripherals that most other systems use today. Benefits of the Clover Station Pro include:

- Built in EMV reader to accept EMV dip transactions so no separate stand-alone payment terminal is needed.

- Station Pro Terminal has 7" high-bright customer display

- PCI Validated Point-to-Point Encrypted (VP2PE) credit card swipe which obtains the highest level of PCI validation and helps to pull the venues network out of scope for PCI. No separate payment terminal is required.

- Station Pro Terminal with Customer Facing Display and NFC Mobile Payment Acceptance allows the merchant and venue to accept multiple forms of mobile wallet acceptance including Apple Pay, Android Pay, Samsung Pay, etc. This device also gives customers the ability to use Contactless EMV where guests can tap their contactless EMV enabled cards on the printer to pay for their transactions. Both mobile wallet transactions and contactless EMV transactions are 1.5 / 2 seconds in processing time helping merchants speed up the lines in their venues.

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BYPASS

CLOVER STATION PRO

Engage your customers like never before with Station Pro

Run your business like a pro with our fastest, most secure point-of-sale system yet.

STATION PRO DISPLAY

Materials: Brushed aluminum
Countertop Space: 13.1"x8.7"x8.8"
Display: 14.0", 1920x1080 TVDPI (160ppi)
Camera: 5 MP for 1D and 2D barcode scanning

THERMAL PRINTER

Materials: Brushed aluminum
Countertop Space: 6.9"x6.9"x6.9"
Weight: 2.8 lbs

STATION PRO TERMINAL

Materials: Brushed aluminum
Countertop Space: 8"x7"x3.8"
Display: 7.0" 1280x800 TVDPI (213ppi)
Processor: Qualcomm Snapdragon 660 octa-core
Memory: 2GB RAM, 16GB flash
Connectivity: Ethernet, Wi-Fi, and 4G/LTE
Camera: 5 MP for 1D and 2D barcode scanning
Hub: Four USB device ports and two cash drawer ports
Payments: EMV chip card reader, NFC reader, and MSR reader

Mobile POS – We are proposing the Clover Flex LTE for all mobile POS locations. The Clover Flex LTE provides merchants and venues with the mobility and flexibility required to change configurations on the fly and scale up when needed. The Clover Flex LTE is an all-in-one POS device that has the ability to accept all payment types without requiring the use of a separate payment peripheral. Benefits of the Clover Flex LTE Include:

- Built in EMV/NFC reader where EMV dip transactions and NFC mobile wallet transactions can be accepted right on the device itself w/o requiring a separate payment peripheral.

- PCI Validated Point-to-Point Encrypted (VP2PE) credit card swipe which obtains the highest level of PCI validation and helps to pull the venues network out of scope for PCI. No separate payment terminal is required.

- Built in high capacity 1D/2D Barcode Scanner giving merchants the ability to scan barcodes for discounts, payments and loyalty programs without the need for a separate peripheral

- Built in customer receipt printer for merchants who want to provide on-demand receipts to customers without having to use a separate peripheral printer.
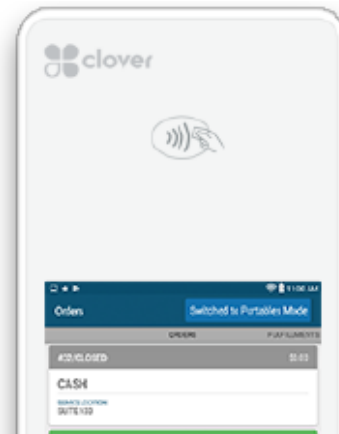
4G/LTE & WiFi connectivity giving merchants and venues the flexibility to provide commerce solutions anywhere in their facilities without having to limit the areas where POS are provided.

End-to-End Encryption – Fiserv is one of the only providers in Sports & Entertainment (S&E) that can provide the highest level of credit card data security to its merchants and partner venues. The proposed Clover POS hardware uses End-to-End Encryption (E2EE), a higher standard than what the PCI Counsel deems acceptable, to process credit card transactions. The E2EE method packages up the customer's credit card information using the hardware (not the Bypass software) on the Clover devices and transmits that information directly to the processor using the TransArmor data security layer. This layer of security pushes the credit card information directly to the processor without having to pass through a third-party credit card gateway. While almost all other POS solutions in S&E require third party credit card gateways to decrypt transactions prior to them going to the processor, adding a vulnerability point and an extra layer of cost, the Bypass platform from Fiserv leverages the E2EE encryption provided by TransArmor to avoid both. This provides our merchants and partner venues with the highest level of credit card data security at a lower cost since there are no gateway fees assessed to the merchant.

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BYPASS

CLOVER FLEX

Business happens in many places –
Clover Flex makes it easier, everywhere.

Take payments in the stands, outside or to cut down the line.

Crowded counters and busy days are no big deal for Clover Mini.
This cool little device is easy to move and frees up valuable counter space to use as you need

CLOVER FLEX

Materials: Body: Brushed aluminum with white glass accents
Display: Antimicrobial Corning Gorilla Glass
Liquid silicone rubber provides additional product protection for improved impact (drop) performance
Overall Dimensions: 7.7"x3.2"x2.0"
Weight: 1.5 lbs
Internet Connectivity: WiFi, LTE ready
Screen size: 5" -1280x720
Power source: 2100 mAH Lithium battery, supports up to 8 hours of use
Payments: Swipe (MSR), chip (EMV), contactless (NFC)
Printer: Built-in printer accepts 2.25" x50' thermal receipt paper

4.5 Software

Proposed POS Software

From Bypass' inception, all software features and functionality along with the hardware platforms were specifically designed and intended to run large sports and entertainment venues. The products, designs, workflows, and tools aim to support the F&B partner to run their business efficiently on the back end and provide a smooth and seamless transaction for the front-end employees.

- **Inventory Management**: We offer a real-time perpetual inventory management solution that is integrated directly with the point of sale. It is entirely web-based and accessible from any device with a web browser and an active network connection. It requires no additional server hardware and is fully integrated with our POS platform. Sales data can be viewed in our reporting suite or in the dashboard. The inventory section of our platform houses all the venue's real-time inventory data. This section will allow for the operator to set thresholds that can surface inventory shortages or anomalies, which will prompt certain actions to be taken. Operators can manage the entirety of their inventory daily by receiving invoices from vendors, issuing product transfers from warehouses or stands, and doing periodic physical inventory audits in any and all locations. When items are received into the system, we utilize FIFO costing, which will give the food service personnel an accurate, to-the-penny cost of goods sold or cost of inventory on hand at any moment in time. All of these actions can be taken on an individual basis or as a bulk action to create operational efficiencies (e.g., bring to par, supplier restock, etc.)

- **Recipe Management**: Operators also have access to a robust recipe management tool. This tool is the link from the front of house menu items to the back of house stock items. Whether operators are building new menu concepts, checking their theoretical cost analysis per item or forecasting for the upcoming season, the recipe management tool helps in managing the finished product that is sold to the customers.

- **Reconciliation**: Every event, operators will have access to our "Iron Triangle" tool to tie down/close out the entire event, each location, or each cashier. The "Iron Triangle" is composed of three main points of data: POS data (Terminal), Inventory Sales data (Physical), and Payments (Bankable Deposit of Cash + CC + Cash Equivalents). We measure these three points of data up against each other to determine the over/short for each location/cashier. We've made the process of collecting this data more efficient than our legacy counterparts. Operators can enter counts on the POS register screen itself as an alternative to the traditional method of printing paper standsheets, though the latter is still an option we provide. These counts, as they are entered, are saved from the tablet to the cloud, and automatically fill out a more comprehensive digital stand sheet viewable only to users with the proper credentials.

- **Standsheets**: The stand sheet view compares data pulled from the POS sales reports to the physical counts previously entered by the stand managers. (This provides the substance of the POS-to-GOS report, a staple of F&B operations in large S&E venues.) If there is a

variance between the expected end count for a particular item and the actual end count entered by the stand manager, that variance will be highlighted in the view.

- **Cash Room**: Our platform has a cash room module that lets users assign opening banks, record mid-event cash drops and then enter end of night cash collected. Payments are automatically tallied for comparison with the expected amount collected during an event. When matched up with the POS/GOS data, the cash room data completes the "Iron Triangle" reporting needs of POS-to-GOS-to-Payments. All of these data points can be viewed in one centralized location to assist in accelerating the end-of-night close out.

- **Reporting**: Reporting on front of house (FOH) and back of house (BOH) activity is extremely flexible due to our integration with Looker. Our web-based reporting gives the user the ability to filter the data in numerous ways. Whether your data to be presented in a certain way, we are able to respond to custom reporting requests within 48 hours. It produces data in real time and is viewable on mobile devices.

4.6 Reporting

Pelase see previous page for information on Bypass Reporting and Cash Room Management.

Please see our attached Bypass Reporting Guide

4.7 Software/System Maintenance

Our systems are updated regularly in two buckets: Cloud and Android. Cloud updates are only relevant to administrators of our solution and are preceded by emailed release notes and Bypass Manager interactive overlays on the modules affected. Android updates are distributed from our MDM and in conjunction with our Clover solution, download silently in the background, and do not install once downloaded as to not interrupt any critical services on the tablet.

To improve your system's performance and security, Clover devices automatically reboot every 24 hours at a time that can be adjusted by the customer on a device-to-device basis. It is during this nightly reboot that all downloaded updates are installed. Updates can be force-installed outside of the reboot cycle by selecting "Install Updates" from the pull-down menu of the device (only a manager should perform this action if the situation requires). All software updates and upgrades are included in your annual software license costs and do not include incremental costs per upgrade.

Our preferred cadence for release is monthly, however, that is subject to change based on a multitude of variables.

Notification of releases are sent to customers via email and through the manager in page notification system.

Please see our attached Bypass Support Guide for details on our RMA process.

4.8 Support

Services Included in Subscription: Onboarding and implementation of new clients is handled by assigned Fiserv employees as detailed previously; we also have a an in-house support team available 24/7.

- 24/7 Remote Technical Support
- Hardware replacement within warranty period
- Software updates including new features and fixes

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Point of Sale System for Premium Seating and Concessions for The BancorpSouth Arena & Conference Center

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4.9 Timeline and Project Planning

Bypass & BancorpSouth Arena Mutual Action Plan

PROJECT TITLE	BancorpSouth Arena Point of Sale Implementation
PROJECT MANAGER	Bypass Project Team
Today's Date	5/25/21
Bypass Installation Date	
Customer 1st Live Event	8/1/21

Project Calls	
Training Calls	
Onsite Work	
Milestones	
Other Key Events	

Phase	Action Item	Type	Owner	Start Date	Progress	Resource Days	Travel Days (round trips)
I	Project Kickoff Call	Key Event	Client	6/1/21			
	Confirm HW Config	Key Event	Bypass & Client	6/2/21			
	Launch Project Basecamp	Key Event	Bypass	6/3/21			
	Create Bypass Venue	Key Event	Bypass	6/3/21			
	Provide Information for MID creation	Milestone	Fiserv / Client	6/3/21			
II	Integrations Kickoff Call	Milestone	Fiserv / Client	6/8/21			
	System Configuration Commences	Key Event	Client	6/8/21			
	Remote Training #1 - Intro, Admin training & Import File	Training	Bypass & Client	6/8/21			
	Weekly Project Call	Weekly Call	Bypass & Client	6/9/21			
	Processing Agreement signed	Milestone	Fiserv / Client	6/10/21			
	Onsite Operations Walkthrough and Network Assessment	Onsite	Bypass & Client	6/14/21			
	Remote Training #2 - BOH Configuration	Training	Bypass & Client	6/15/21			
	Weekly Project Call	Weekly Call	Bypass & Client	6/16/21			
	Test Media Provided to Bypass	Key Event	Client	6/16/21			
	Order/Provision Hardware	Key Event	Bypass	6/20/21			
	Remote Training #3 - FOH Configuration	Training	Bypass & Client	6/22/21			
	Weekly Project Call	Weekly Call	Bypass & Client	6/23/21			
	Remote Training #4 - Events and Reconciliation training	Training	Bypass & Client	6/29/21			
	Weekly Project Call	Weekly Call	Bypass & Client	6/30/21			
	BOH Import File Returned to Bypass	Key Event	Client	6/30/21			
	FOH Import File Returned to Bypass	Key Event	Client	6/30/21			
	Weekly Project Call	Weekly Call	Bypass & Client	7/6/21			
	Remote Training #5 - Standsheets training	Training	Bypass & Client	7/9/21			
	Network Confirmed Ready	Key Event	Client	7/10/21			
	Weekly Project Call	Weekly Call	Bypass & Client	7/13/21			
	Bypass Manager FOH Build Complete	Key Event	Client	7/14/21			
	Bypass Manager BOH Build Complete	Key Event	Client	7/14/21			
	Site confirmed Ready for Implementation	Key Event	Client	7/14/21			
	Validate integrations	Key Event	Bypass & Client	7/14/21			
	Weekly Project Call	Weekly Call	Bypass & Client	7/20/21			
III	Hardware Shipment to Site	Milestone	Fiserv / Bypass	7/24/21			
	Hardware Received Onsite	Milestone	Client	7/26/21			
	Inventory & Hardware Distribution	Onsite	Bypass & Client	7/27/21		1	2
	Begin Hardware Implementation	Onsite	Bypass	7/27/21		2	
	Complete Hardware Implementations	Onsite	Bypass	7/29/21		1	
	Onsite Team Training	Onsite	Bypass & Client	7/30/21		1	
	Event Preperations, Test Integrations	Onsite	Bypass	7/31/21		1	
	Mock Test Event	Onsite	Bypass & Client	7/31/21		1	
IV	Launch - Event Support #1	Milestone	Bypass & Client	8/1/21		1	
	Post Launch Call	Weekly Call	Bypass & Client	8/5/21			
	Event Support #2	Onsite	Bypass & Client	TBD		1	1
	Event Support #3 - TBD	Onsite	Bypass & Client	TBD		1	1
V	Project Closeout Call	Milestone	Bypass & Client	TBD			

4.10 Training

A. Sub-Project Phase Overview (Phase 1 & Phase 3)

● *Phase I – Execute Mutual Action Plan and Project Kickoff; Both parties agree to create a mutual action plan 10 business days following contract execution this includes, training plan, communication plan, project timeline and critical path items. Throughout all phases the PM and JPM and key project stakeholders will meet at minimum every two (2) weeks and more frequently as necessary to align and ensure all Services are tracking to the project plan. The Mutual Action Plan will serve as hard deadlines that have been agreed by both parties to be met on time. Any changes to due dates or deadlines from initial sign off only can be changed via a change order signed by both parties. Client and Bypass are responsible for setting the project timeline and Bypass is responsible for meeting the milestone dates set forth herein and otherwise agreed to by Bypass and Client.*

● *Phase II – Configuration, Training, Process Discovery; The Main Bypass Owner, Area Managers and the Lead FIM will work together on a weekly basis to review the configuration of Bypass Manager and ensure the system capabilities are configured to best serve the Client's operation. The FIM will be responsible for training on each applicable module, the assignment of configuration responsibilities and providing training material via our support center such as training session recordings and recap documentation. The JPM and PM will work with the Main Bypass Owner to ensure all applicable data such as integration details and Merchant Identification Number ("MID") information has been received and configuration has started in preparation for **Phase III.***

● *Phase III – Site Readiness and Hardware Implementation; Configuration and remote trainings will be completed prior to the FIM arriving on-site for the physical implementation. Hardware will be delivered no later than one week prior to the first day of the scheduled onsite installation. The PM and the Main Bypass Owner will ensure all hardware is accounted for. Install plan and timeline will be provided prior to the FIM's arrival via Basecamp. The Main IT POC will ensure that power and network is ready in accordance with the project plan. During phase III the Lead FIM will configure, test and install all applicable Bypass hardware and software. The Lead FIM will also complete onsite training and ensure all Bypass hardware and systems are ready for launch based on the agreed upon timeline.*

● *Phase IV – Go Live and Event Support starting with first Event as mutually agreed to by Client and Bypass. (the "Go-Live Date"). In-person Event support will be delivered by the Bypass team on the Go-Live Date and for nine (9) additional Events as mutually agreed to by Client and Bypass during the Term. At least one of the Events will be a full capacity event. The parties acknowledge and agree that in light of the COVID-19 pandemic, the dates of Client Events requiring Go-Live and Event support are uncertain and could extend through the 2021 Spring and summer. Regardless of the dates, Bypass agrees to deliver the Phase IV, Go-Live and Event support Services. Event support plans will be provided via Basecamp.*

● *Phase V – Handoff Phase/Project Closure; during this phase a close out call will be held to discuss the transition to Bypass Support. See the **Project Close** details below.*

B. Implementations Services and Planning

*1. <u>Communications</u>- The main mode of communications will be through Bypass' project management tool Basecamp. All applicable stakeholders will be added to this tool. A communication plan will be agreed upon during **Phase I** of the project and will be adhered to. Bypass will respond to any post based on the urgency of the communication, but in no event more than one business day.*

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Client may initiate critical communications to Bypass in any mode, provided a post is also made to Basecamp.

*2. **Project Plan**- Bypass will prepare the project plan for review and approval by Client. The project plan will be delivered in a format that delivers information content comparable to that provided in a Microsoft Project plan. The project plan will, at a minimum, include:*

- *Descriptions of deliverables and tasks.*

- *Identification of associated dependencies among deliverables.*

- *Resources assigned to each deliverable and tasks; and*

- *Completion for each deliverable and each task*

*3. **Site level Implementations**- Bypass is responsible for installing, configuring and testing all Bypass hardware and applicable integrations in accordance with the project plan. Bypass is not responsible for making any modifications to the physical space such as mounting or drilling, pulling or running cabling or the removal of pre-existing equipment. The Main IT POC will be responsible for ensuring the network and power as identified in the Bypass Networking Guidelines and other written Payment System configuration requirements are ready for Bypass installation and the removal of any pre-existing hardware. Bypass will also be provided supervised access to physical areas for installation.*

*4. **Training**- Bypass is responsible for conducting a weekly training session covering all applicable modules with the applicable parties at the site level. This training will be held from phase I to phase IV. The Main Bypass Owner and applicable Area Supervisors are responsible for attendance at the training sessions as set in the training schedule, Recaps, recordings and training material from our Bypass Support Center will be provided after each training session on the topics trained on. All Trainings will be scheduled on non-Event weekdays whether on-site or remotely.*

*5. **Network**- If network infrastructure, network configuration, or connectivity is not completed as provided in the Bypass Networking Guidelines in accordance with the project plan, Client may be charged a fee for additional onsite time required by Bypass and the project may be delayed.*

*6. **Supplemental Hardware**- Bypass will not provide supplemental hardware including but not limited to network switches, extension cords, etc. Notwithstanding the foregoing, if Bypass failed to identify any Hardware that is necessary for the operation of the Payment System in the Bypass Networking Guidelines and other written Payment System configuration requirements, Bypass shall be responsible for the costs of such Hardware and installation Services to cause the Payment System to operate in accordance with this Agreement and will be responsible for the impacts of project delays. It is responsibility of the Main Bypass POC to ensure all supplemental hardware specified by Bypass is available during the installation and the physical environment meets the specifications found in the Bypass Networking Guidelines (networking strength, working outlets, working ethernet ports, etc.). If needed quotes may be generated for applicable hardware needs.*

1. **Describe milestones at which the Authority must be engaged to provide support, the type of support desired, amount of time and other resources required from the Authority.**

- ***Phase I** – Execute Mutual Action Plan and Project Kickoff; All key stakeholders of the Authority must attend the project kickoff call to determine scope, timeline and execution plan.*

- ***Phase II** – Configuration, Training, Process Discovery; The Authority will provide Bypass with a main "owner/champion" of the Bypass system during the configuration phase.*

- ***Phase III** – Site Readiness and Hardware Implementation; The Authority will ensure the site is ready for the physical implementation. This includes, but is not limited to: Area readiness,*

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countertop readiness, network readiness, power readiness, staging area, etc.

- *Phase IV – Go Live and Event Support starting with first Event as mutually agreed to by Client and Bypass; The Authority will provide Bypass with a schedule of events in a timely manner.*

- *Phase V – Handoff Phase/Project Closure; The key stakeholders of this project for the Authority must attend the project close out call.*

4.11 Speed of Service/Increased Sales

Speed of Service: One of our main differentiators is our ability to move cashiers and customers through the transaction process as quickly as possible, especially during periods of peak load. Our EMV transaction processing time is 3 seconds with contactless EMV and NFC mobile wallet transactions coming in slightly faster at 2 seconds. This differentiator has helped our partners move customers through the lines quicker providing a better experience for their fans/guests, adding higher top line revenue and achieving higher incremental margins.

Frictionless Loyalty & Pay: We are one of the only commerce platforms in S&E to provide single-tap loyalty and pay. Through our partnerships with Apple, Google and various loyalty providers, Bypass partners now can provide frictionless stored value and loyalty to their fans and guests. With a single tap of a smartphone or single scan of a QR code, loyalty members can associate their membership number with the transaction, apply any offers that may be available and pay for their transaction. This eliminates the traditional need for 3 different interaction points, speeds up the transaction allowing for more throughput, enhances the guest experience and provides our clients with invaluable data on customer buying behavior

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4.12 Proposal Price

★ BYPASS — Site: BancorpSouth Arena & Conference Center

City of Tupelo, MS
Subscription Type: 1 Year Auto-Renewal
Go Live Date: June 22, 2021

First Data Merchant Services LLC
901 S. Mopac Expressway
Building 3, Suite 200
Austin, TX 78746

Darren Lucy
512-960-2152

	Quote No:	DL-BSACC-05242021
	Quote Date:	24-May-21
	Quote Expires:	23-Jun-21

Shipping and Handling	Applicable Hardware
	Rate 5% (Discounted)

Account: Site: BancorpSouth Arena & Conference Center

Scope: POS Implementation for Arena & Conference Center

Bypass Products	Unit Cost	Units	Total
Platform includes:			
POS Hardware - Fixed Concessions			
Clover Station Pro With Starter Kit, Terminal (Mini), Printer, And Clover Master Key Cash Drawer	$ 1,532	32	$49,024
			$49,024
POS Hardware - Portable Concessions			
Clover Flex LTE 2nd Gen With Starter Kit	$ 564	6	$3,384
			$3,384
Venue Set Up			
Venue Configuration - WAIVED - EXISTING BYPASS VENUE	$ 2,500	0	$0
Project Management	$ 2,350	1	$2,350
Onsite Implementation / Live Support (Includes Daily Per Diem And Hotel)	$ 900	6	$5,400
Travel Expense (Per Diem)	$ 300	1	$300
Travel Expense (Round-Trip Airfare Per Resource Per Trip)	$ 595	1	$595
			$8,645
Annual Software Subscriptions			
Tablet Software Subscription	$ 375	38	$14,250
Perpetual Inventory (Includes Standsheets And Reconciliation)	$ 3,000	1	$3,000
			$17,250

Information to Customer:	Customer Initials
- Invoice terms: Hardware, Shipping, Software & Services Invoiced on Contract Execution	
- First payment MUST be received prior to the shipment of hardware	
- Software Subscription Term: Billed 60 days prior to Anniversary of Contract Date	
- Quote includes 6-day on-site implementation & live support charge	
- Quote amount does not include any applicable taxes	
- Connectivity and power supplied by client	
- Credit Card Merchant Processing Fees Paid by Client	
- Implementation availability subject to 60-day advance notice	

Hardware Subtotal	$52,408
Shipping and Handling Subtotal	$2,620
Software Subscription Subtotal	$17,250
Implementation Services	$8,645
TOTAL	$80,923

Unless the parties are under an existing MSA, all pricing contained herein is predicated on the acceptance of First Data's standard terms and conditions including risk allocation, data rights and publicity.

Client: City of Tupelo, MS

Signature _____   Print Name _____

Title _____   Date _____

The above client ("Client") subscribes to the software and services and agrees to purchase the hardware set forth in the applicable quote (each, a "Quote"), subject to the attached Terms and Conditions (the "Terms"). A Quote will become effective upon execution of the same by both parties (the "Effective Date"). Each Quote entered into between the parties will reference these Terms and Conditions. These Terms (together with the Quote to which they are attached and any subsequent Quote executed by the parties, this "Agreement") shall set forth the terms and conditions pursuant to which First Data shall deliver certain software, services and equipment. Capitalized terms not defined in the attached Terms have the meanings set forth in the Quote. In the event of a conflict between this Quote and the Terms, the Quote shall take precedence.

Billing Information

Client/Sold To Legal Entity Name: _____	Venue Street Address: _____
Bill To Legal Entity Name: _____	Venue City, State, Zip: _____
Payor Legal Entity Name: _____	Tax Exempt Purchase?Please provide documentation. _____
AP Contact Name: _____	AP Contact Email Address: _____
Legal Entity Name for Renewals: _____	Renewal Contact Email Address: _____

Invoices shall be due and payable within thirty (30) days from the date of invoice. If payment is not made within 10 days after its due date, First Data will charge a late fee on the unpaid balance of 1.5% per month. Supplemental orders will not be processed for accounts with past due balances. First Data reserves the right to suspend access to and use of the Payment System if the account becomes delinquent.

Statement of Proposal

This proposal is meant solely to provide information about the products and services described herein and your company's use thereof. This proposal does not constitute an offer to contract, and neither Fiserv nor your company shall be obligated to provide or purchase the products or services described in this proposal until a definitive agreement is executed by Fiserv and your company. All proposed terms and information herein assume the use of Fiserv's standard contract terms and conditions, which Fiserv shall provide to you.

Fiserv welcomes the opportunity to respond to this Request for Proposal. The responses of Fiserv, including the pricing set forth herein, are non-binding, and are being provided for informational purposes only and do not constitute or give rise to a contractual commitment on behalf of Fiserv. While Fiserv has endeavored to provide thorough and helpful responses herein, the contractual terms and conditions, and the associated pricing for the solutions described herein are subject to Fiserv's standard agreements, which will be supplemented and refined based on the specific array of solutions and services to be provided after selection.

This proposal and the information contained herein is valid for 90 days. Fiserv reserves the right to withdraw or otherwise modify this proposal and the information herein after that time.

Statement of Confidentiality

This proposal reveals the significant business capabilities of Fiserv, including systems, prices and pricing strategy. These elements are essential to the business of Fiserv. This proposal and the information contained in this proposal are the proprietary and confidential information of Fiserv and must be held in confidence by you and your organization (and its affiliates and personnel) and otherwise treated in accordance with the confidentiality terms you have previously agreed to regarding the products and services of Fiserv and information relating to such products and services. Fiserv is delivering this proposal with the express understanding that it will be held in confidence, will not be copied or reproduced without Fiserv's consent, and will not be disclosed to third parties or to persons within your organization to whom Fiserv has not previously consented in writing.

Fiserv is an equal opportunity employer, m/f/v/h.

Information subject to change.