GUIDING PRINCIPLES OF THE

TRANSPORTATION COUNCIL OF THE SMART CARD ALLIANCE

CORE VALUES:

Transportation services such as road tolls, parking and public transit share a common need for a convenient, fast and economical technology for making small yet frequent payments that can be used to as an alternative to cash. The Smart Card Alliance Transportation Council believes that the best solutions for meeting these needs incorporate smart cards which can be used to pay for more than just one transportation service.

PURPOSES, OBJECTIVES AND ACTIVITIES:

Purpose:

The purpose of Smart Card Alliance Transportation Council ("SCA-TC", or "TC") is to stimulate the understanding, adoption and widespread acceptance of single and multi-application smart card technology for all transportation-related elements of the marketplace; e.g., mass transit, tolling and parking by bringing together, in an open environment, leading users and technologists from the public and private sectors to develop concepts and stimulate critical thinking to advance deployments of the technology.

Objectives and Activities:

The Transportation Council's activities shall include, but are not limited to:

- enable targeted smart card demonstrations across transportation and other industries useful for advancement of technology and applications for smart card-based payments, credentialing, or other appropriate products or services;
- identify the challenges and opportunities in the evolving transportation marketplace for multiple smart card applications that can be supported by smart card technology;
- serve as a technical resource for, and participate in the development of specifications at appropriate national and international and voluntary standards for smart card technology which can support multiple user

applications in an efficient, secure manner; for example, the American Public Transportation Association's (APTA) Universal Transit Farecard Standards (UTFS) program;

- provide educational and research resources for members, consumers and government organizations to foster deployment of smart cards in the transportation marketplace;
- participate in other councils sponsored by the Smart Card Alliance for inter-market cross-over of concepts and technology between the transportation council and parallel markets; and
- perform other activities permitted under these Guiding Principles and the Smart Card Alliance Bylaws to further the purposes of the Transportation Council.

All members and participants shall strictly comply with all state and federal laws. The SCA-TC is committed to full and complete observance of the antitrust laws. The SCA-TC and its respective committees shall totally avoid any action or discussion used for the purpose of bringing about, or attempting to bring about, any understanding or agreement among competitors with regard to prices, terms or conditions of sale, distribution, volume of production, territories, or the limitation/prevention of any person's entry into a market or access to customers. The Intellectual Property Rights policy of the Smart Card Alliance states that all patents, copyrights, or other intellectual property owned or created by any Member outside the SCA or its work shall remain the property of that Member, and that ownership and rights thereunder shall not be affected in any way by the Member's participation, unless the Member specifically agrees otherwise. All material presented to the Corporation, including its various committees, shall be deemed of a non-confidential nature and hence for public distribution. At the point that technical contributions and support are used to collaborate with the American Public Transportation Association's Universal Transit Farecard Standards program, there is a separate intellectual property policy for that program and all participants and their contributions will be governed by that policy.

Council Membership:

Any member of the Smart Card Alliance can become a member of the Transportation Council. Further, any individual, firm, partnership, corporation, unincorporated association, or governmental body (hereinafter "Person"), who is a producer, provider, issuer or user of smart cards or smart card technology or who is a vendor, research organization, government organization, engineering organization, or consultant with a demonstrated interest in promoting smart cards or smart card technology and who has a demonstrated interest in promoting the mission of the SCA-TC, may apply for membership in the Smart

Card Alliance and then benefit in membership to the Transportation Council. The Smart Card Alliance has five classes of members:

- Leadership Council Members;
- General Members;
- Government Members;
- University Members; and,
- Associate Members,

whose qualifications, rights, privileges and obligations are set forth in Board resolutions, not inconsistent with these Guiding Principles, which may be adopted from time to time.

Council Organization:

Officers:

The Transportation Council will elect officers annually among its membership. Positions will include a chairman and three vice-chairmen for transit, tolls and parking marketplaces, respectively. Key role of the officers will be to manage the day-to-day activities of the council; manage schedule, scope and budget for the projects in the adopted work plan; develop new membership to support the council, and solicit volunteers to support initiatives undertaken by the council.

Project Managers:

As projects are identified and advanced through the Council Officers for approval, each will be assigned a project manager. This person will serve as the project champion and be the council point-of-contact for deliverables within a given project. Project managers will serve for the duration of a given project and may serve in this capacity on multiple projects. Project managers will be responsible for budget, scope and schedule of a specific project.

Steering Committee:

The Steering Committee shall consist of no fewer than five (5) members and, if authorized by the TC officers on behalf of the membership, may be expanded up to ten (10) members. The role of the steering committee is to provide advice and counsel to the officers of the Transportation Council. The term of membership on the TC – Steering Committee shall be two (2) years and will expire on a staggered basis to ensure smooth transitions in membership. The purpose of the steering committee for the Transportation Council will be to establish the broad strategy to guide the council and outline the context of the work program

for the coming year. Further, the steering committee will provide programmatic oversight for projects and deliverables to Smart Card Alliance Board of Directors.

Guiding Principles adopted in July 2005.