



INDEMNITY AGREEMENT

This Agreement is entered into as of the 9th day of February, 202¹, by and between Enterprise Fleet Management, Inc., (EFM), a Missouri corporation, and County of Santa Barbara.

WITNESSETH:

INDEMNITY: Enterprise Fleet Management, Inc. ("EFM") agrees to defend and indemnify County of Santa Barbara from and against any and all losses, damages, liabilities, suits, claims, demands, costs and expenses (including, without limitation, reasonable attorneys' fees and expenses) which County of Santa Barbara may incur by reason of EFM's breach or violation of, or failure to observe or perform, any of its obligations as Servicer (EFM in such capacity, "Servicer") for Enterprise FM Trust in connection with the Master Equity Lease Agreement between County of Santa Barbara and Enterprise FM Trust dated as of the date hereof, or as a result of any loss, damage, theft or destruction of any Vehicle or related to or arising out of or in connection with the use, operation or condition of any Vehicle, in each case, while the Vehicle was in possession of the Servicer.

Capitalized terms used herein and not defined herein shall have the meanings given in the Lease.

IN WITNESS WHEREOF, EFM and County of Santa Barbara have executed this Indemnity Agreement as of the day and year first above written.

Company: County of Santa Barbara

EFM: ENTERPRISE FLEET MANAGEMENT INC.

Brock Flynn

By: _____
Title: _____
Address: 4434 Calle Real
Santa Barbara, CA 93160

By: Brock Flynn
Title: RSM
Address: 5805 Sepulveda Blvd, Suite 800
Van Nuys, CA 91411

Date Signed: _____, _____

Date Signed: January 28, 2021, _____