

OTC Addendum - Sample

Changes to your lodging agreement with OTC's

- ❑ Certain jurisdictions have sent notices to hotels claiming that hotels owe TOT on portions of the Room Price for bookings that are retained by OTCs under the California Supreme Court case in re *Transient Occupancy Tax Cases* (the “**San Diego Case**”).
- ❑ Below are the terms and conditions regarding OTC's agreement to indemnify you in certain circumstances and OTC's rights regarding the display Room Prices for your rooms. Please confirm acceptance of this agreement by signing below.
 1. With effect from the date of OTC's signature below, You agree that OTC can display Room Prices for bookings at your property that are lower than the relevant Best Available Rate.
 2. With effect from [Date] OTC agrees to indemnify and defend you against a formal assessment by a government taxing authority in California asserting a claim that under the San Diego Case, TOT are owed by you on the difference between the Remittance and Room Price {a “**Tax Claim**”}; provided that notice of a request for indemnity must be made as soon as practicable, but not more than 10 days after you have received notice of the assertion of a tax claim. OTC's indemnity obligation will be voided by your Hotels' failure to provide timely notice if such failure prejudices OTC's ability to defend the Tax Claim. OTC shall have the sole and exclusive right to control the defense and settlement of such a Tax Claim, including the selection and retention of counsel. Hotels You shall reasonably cooperate in the defense of any Tax Claim and shall furnish such records, information, testimony and attend such conferences, discovery proceedings, hearings, trials and appeals as may be requested by OTC. For the avoidance of doubt, the foregoing indemnity shall be null and void if you fail to turn over control of a Tax Claim to OTC.
- ❑ **Additional Information.** To the extent there is any conflict between these terms and conditions and those of your lodging agreement, these terms and conditions will prevail. Unless otherwise stated, capitalized terms shall have the meaning set out in your lodging agreement. English is the language of these terms and conditions and any translated version is for reference purposes only.