

# RENEWAL AGREEMENT TERMS AND CONDITIONS

**This Renewal Agreement is made on the Effective Date, by and between OculusIT and Client.**

- WHEREAS, OculusIT and Client entered into a Master License and Services Agreement (“MLSA”), to provide Services;
- WHEREAS, OculusIT and Client have entered into agreements as listed under Agreements Renewed in the Renewal Agreement Details and;
- WHEREAS, OculusIT and Client desire to renew all the agreements listed under Agreements Renewed;
- NOW, THEREFORE, in consideration of the foregoing promises and mutual covenants set forth herein and for other good and valuable consideration, the sufficiency of which is expressly acknowledged, the parties agree as follows:

## 1. AMENDMENT OF AGREEMENTS:

- (a) Amendment of Agreements. This Renewal Agreement shall amend and supersede the specific terms and conditions of the Agreements Renewed as set forth herein. All other terms and conditions of the Agreements Renewed shall remain in full force and effect and are incorporated herein.

By executing this Renewal Agreement, Client is agreeing to the scope of work, terms and fees for the Agreements Renewed as outlined in the respective Schedules referenced in the Renewal Agreement Details.

- (b) Conflicting Terms. In the event there is any conflict between any terms or conditions of this Renewal Agreement and the terms or conditions of the Agreements Renewed, the terms and conditions of this Renewal Agreement shall control and prevail.
- (c) Fees. Client shall pay all initial and reoccurring Fees in U.S. Dollars (USD). Initial Fees are payable 30 days from the Effective Date as listed under the “Renewal Agreement Details”. Recurring Fees are due on the anniversary date of the applicable schedule as listed under the Renewal Agreement Details. For the Agreements Renewed, the Initial Fees will, if applicable, reflect an annual escalation in compliance with the Annual Percent Increase Reference in MLSA as referenced in the Renewal Agreement Details.

For the Agreements Renewed, the Recurring Fees are subject to an annual percent increase in compliance with the Annual Percent Increase Reference in MLSA as referenced in the Renewal Agreement Details.

## 2. RENEWAL OF AGREEMENTS:

By executing this Renewal Agreement, Client is hereby agreeing to renew the Agreements Renewed for an Initial Term as listed in the Agreements Renewed in the Renewal Agreement Details. Thereafter the Agreements Renewed shall renew for identical, successive Term(s) (“Renewal Term”) as listed in the Agreements Renewed in the Renewal Agreement Details, unless Client notifies OculusIT, at least ninety (90) days prior to expiration of the operative Term, of its election to not renew.