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This Vendor Contract ("Agreement") is entered into on January 26, 2025 between Gonzalez Santos and Gardner ("P and Cole LLC ("Client"). The Parties agree as follows:

1. Scope of Services:

Gonzalez Santos and Gardner agrees to perform professional services as described in the Statement of Work, ensuring GDPR compliance, implementing technical controls (encryption, MFA, access control, and logging), and adhering to data minimization and purpose limitation principles. All high-risk processing, including AI, will undergo a Data Protection Impact Assessment (DPIA). In the event of a breach, notification will be made within 72 hours, with audit trails maintained for a minimum of 12 months.

2. Confidentiality:

Each Party shall maintain the confidentiality of proprietary or sensitive information shared under this Agreement and shall use such information solely for the performance of obligations herein.

3. Data Protection:

The Parties shall comply with data protection laws and regulations, including GDPR, AI Act, HIPAA. Both sides agree to maintain technical and organizational measures to prevent unauthorized access to personal data.

4. Compliance & Audit Rights:

Each Party agrees to comply with applicable industry standards and regulations. Cole LLC retains the right to audit Gonzalez Santos and Gardner's compliance practices with prior written notice.

5. Termination:

Either Party may terminate this Agreement with 30 days' written notice for material breach, provided the breaching Party fails to cure such breach within the notice period.

6. Liability Limitation:

Neither Party shall be liable for indirect or consequential damages. Total liability shall not exceed fees paid under this Agreement during the preceding 12-month period.

7. Governing Law:

This Agreement shall be governed by and construed in accordance with the laws applicable in the jurisdiction of the Provider's principal office.

IN WITNESS WHEREOF, the Parties hereto have executed this Agreement as of the date first above written.

Signed by:
Gonzalez Santos and Gardner
Authorized Representative: Abigail Shaffer
Title: Pharmacist, hospital

Cole LLC
Authorized Representative: Christopher Bernard
Title: Legal secretary

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