

Services Agreement

Effective Date: March 15, 2026

Parties: * **Service Provider: NeuralSynth AI Solutions**, located at 122 Tech Plaza, San Francisco, CA.

- **Client: Apex Health Systems**, located at 450 Medical Way, Boston, MA.

1. Scope of Services

The Provider agrees to perform the following services:

- **Data Pre-processing:** Cleaning and formatting the Client's proprietary dataset of **500,000 anonymized clinical summaries**.
- **Model Training:** Training a specialized version of the **Llama-3-70B** base model.
- **Fine-tuning:** Adjusting parameters for **Medical Diagnostic Support** and structured report generation.
- **Evaluation:** Providing performance metrics based on the **PubMedQA** and **MedQA** benchmarks.

2. Data Ownership and Privacy

- **Client Data:** **Apex Health Systems** retains all rights, title, and interest in the clinical summaries provided.
- **Data Usage:** **NeuralSynth AI Solutions** shall use the Client Data **exclusively** for the purpose of training the Model for the Client and shall not use it to improve its own general-purpose models.
- **Data Deletion:** Upon termination, the Provider must delete all raw Client Data within **30 days**.

3. Intellectual Property (IP) Rights

- **The Trained Model:** **Client (Apex Health Systems)** owns the final fine-tuned model weights and associated parameters.
- **Pre-existing IP:** The **Llama-3-70B** base architecture and any proprietary NeuralSynth training scripts remain the property of their respective owners.

4. Responsibilities and Ethical Use

- **Accuracy:** The Provider does not guarantee that the Model will be 100% accurate or free from "hallucinations" in clinical contexts.
- **Compliance:** The Client ensures that the training data complies with **HIPAA** and relevant privacy laws.

5. Fees and Payment

- **Compute Costs:** Client agrees to reimburse Provider for GPU compute costs (H100 clusters) plus a service fee of **\$150,000**.
- **Milestones:** * **\$45,000** Upfront (Deposit)
 - o **\$60,000** Post-Training (Validation phase)
 - o **\$45,000** Final Delivery (Weight transfer)

Comparison of Ownership Models

Ownership Type	Best For	Benefit
Client Owned	Proprietary corporate tools	Full control over the final product and its future use.
Provider Owned	SaaS / API access models	Lower upfront costs for the client; lower maintenance burden.
Shared / Hybrid	Collaborative Research	Allows both parties to benefit from improvements to the base tech.