September 23, 2015

Senscio Systems

1740 Massachusetts Avenue

Boxborough, MA 01719

Subject: Letter of Engagement:

Senscio Systems is pleased to submit this letter of engagement to Dow Rummel Village for execution of a pilot project using the Senscio system “Ibis” in support of Dow Rummel residents.

Statement of Work:

Senscio Systems will provide equipment and support for a three-phase project as outlined below:

Phase 1:

* Ibis systems for 10 Dow Rummel residents for a 6-month pilot project.
  + Resident selection will be by the Dow Rummel staff.
  + Installation, training and technical support will be provided by Senscio personnel.
  + This initial project will be based on current capabilities (protocols and alert systems) included in the Ibis system, as reviewed and approved by the Dow Rummel staff..
* Monitoring of resident’s health and adherence, clinical follow-up and coaching (Care Management) will be conducted by Dow Rummel staff.
* Senscio will provide monthly analytics on health and behavioral trends for each participating resident.
* Phase 1 will commence no later than November 1, 2015.

Phase 1 Costs:

* Start-up and initialization fee: $ 5,000.
* Ibis CareStations (10 total @ $395/unit) $ 3,950

Start-up & Onboarding Total: $ 8,950

* Software License:
  + System license ($95/patient/month) $ 5,700

Phase 1 Total: $14,650

Phase 2:

* Ibis systems for all Dow Rummel Village independent living units, approximately 100 additional systems.
* Installation, training and resident Care Management will be conducted by Dow Rummel staff.
* Technical support will be provided by Senscio personnel.
* Any additional system adaption and customization will be done under a separate contract as agreed to by the Parties.
* Senscio will provide monthly analytics on health and behavioral trends on all participating residents
* Phase 2 will commence approximately June 1, 2016 and be completed by December 31, 2016

Phase 3:

* Ibis systems for all Dow Rummel assisted living units, approximately 70 additional units.
* Installation, training and Care Management will be conducted by Dow Rummel staff.
* Any additional system adaption and customization will be done under a separate contract as agreed to by the parties.
* Senscio will provide monthly analytics on health and behavioral trends on all participating residents.
* Phase 3 will commence approximately June 1, 2017 and be completed no later than December 31, 2017.

Additional project details:

* Payment terms will be invoice Net 30 Days
* Start up and Initialization fee will be invoiced upon signature of this Letter of Engagement.
* Hardware fees will be invoiced 30 days prior to shipment (Approximately Oct. 1, 2015)
* Software Subscription fees will be invoiced at the commencement of each month of service (Approximately Dec. 1, 2015).
* Cost details for Phases 2 and 3 will be negotiated in good faith and agreed to prior to commencement of each phase.
* Dow Rummel will appoint a primary project lead that will serve as the communications link between Dow Rummel and Senscio for all project efforts.
* The phases will automatically renew annually unless otherwise stipulated in writing at least 30 days before the scheduled project end date.
* Following execution of this Letter of Engagement, a formal contract containing all required legal documents will be executed within 30 working days.

The parties signify their agreement by signing below:

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Dow Rummel Village Date

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CEO Senscio Systems Date