

TECHNOLOGY INFRASTRUCTURE CONSULTING ENGAGEMENT AGREEMENT

PARTIES

This Technology Infrastructure Consulting Engagement Agreement (the "Agreement") is entered into as of January 22, 2024, by and between:

NEXUS INTELLIGENT SYSTEMS, INC., a Delaware corporation with principal offices at 1200 Technology Park Drive, San Jose, California 95134 ("Client")

AND

STRATEGIC TECHNOLOGY PARTNERS, LLC, a California limited liability company with principal offices at 500 Innovation Way, Palo Alto, California 94304 ("Consultant")

RECITALS

WHEREAS, Client is an enterprise AI services company specializing in predictive analytics and digital transformation solutions;

WHEREAS, Consultant possesses specialized expertise in enterprise technology infrastructure design and implementation;

WHEREAS, Client desires to engage Consultant to provide comprehensive technology infrastructure assessment and strategic optimization services;

NOW, THEREFORE, the parties agree as follows:

1. SCOPE OF SERVICES

1 Consulting Services

Consultant shall provide the following professional services (the "Services"):

- a) Comprehensive technology infrastructure assessment
- b) Enterprise systems architecture review
- c) Cloud migration strategy development
- d) Cybersecurity infrastructure evaluation

e) Predictive maintenance technology integration recommendations

2 Deliverables

Consultant shall produce:

- Detailed infrastructure assessment report
- Recommended technology roadmap
- Implementation strategy document
- Risk mitigation framework
- Architectural design specifications

2. ENGAGEMENT TERMS

1 Duration

The initial engagement period shall be twelve (12) months, commencing on February 1, 2024, with potential extension by mutual written agreement.

2 Performance Standards

Consultant shall:

- Perform services with professional skill and care
- Maintain strict confidentiality
- Comply with Client's security protocols
- Provide timely and comprehensive reporting

3. COMPENSATION

1 Fee Structure

- Initial Assessment Phase: \$175,000
- Strategic Planning Phase: \$225,000
- Implementation Advisory Phase: \$275,000

Total Engagement Value: \$675,000

2 Payment Terms

- 30% upon contract execution
- 40% upon completion of infrastructure assessment

- 30% upon final deliverable acceptance

4. INTELLECTUAL PROPERTY

1 Ownership

All work products, recommendations, and derivative materials generated during the engagement shall be the exclusive property of Client.

2 Pre-Existing IP

Consultant retains ownership of methodologies and proprietary frameworks utilized in service delivery.

5. CONFIDENTIALITY

1 Definitions

"Confidential Information" includes all technical, financial, operational data exchanged during the engagement.

2 Obligations

Consultant shall:

- Maintain absolute confidentiality
- Implement robust information protection measures
- Restrict access to authorized personnel
- Return or destroy confidential materials upon engagement completion

6. LIABILITY AND INDEMNIFICATION

1 Limitation of Liability

Consultant's total liability shall not exceed the total engagement value of \$675,000.

2 Indemnification

Consultant agrees to indemnify Client against direct damages arising from gross negligence or willful misconduct.

7. TERMINATION

1 Termination Rights

Either party may terminate the agreement with 60 days written notice.

2 Termination Consequences

- Outstanding invoices become immediately due
- Consultant shall transfer all completed work products
- Confidentiality provisions survive termination

8. MISCELLANEOUS

1 Governing Law

This Agreement shall be governed by California law.

2 Dispute Resolution

Any disputes shall be resolved through binding arbitration in Santa Clara County, California.

SIGNATURES

IN WITNESS WHEREOF, the parties execute this Agreement:

NEXUS INTELLIGENT SYSTEMS, INC.

By:

Dr. Elena Rodriguez, CEO

Date: January 22, 2024

STRATEGIC TECHNOLOGY PARTNERS, LLC

By:

Michael Thornton, Managing Partner

Date: January 22, 2024