

TERMS OF REFERENCE DEVELOPMENT AND MANAGEMENT OF WEB-BASED FARM MANAGEMENT SOLUTION

BACKGROUND

AGRO HAVEN Nigeria Ltd. is a management consulting and business development firm established to revolutionize agricultural development; with rural capacity building as one of our key focus, it is imperative to strengthen small farmers through agricultural capacity development and promote institutional reforms to enable them compete in a fast evolving industry. Our goal is to support businesses by promoting; best practices in business operations, qualitative and tested industry standards, and improving capacity for a sustainable agricultural sector.

OBJECTIVE OF ASSIGNMENT

Develop and deploy easy to use, user friendly Farm Management Solutions

SCOPE OF SERVICE

The scope of service for this work shall include the following specific tasks:

1. Mobile App/ (Mobile Developer)

EXPECTED OUTPUTS (DELIVERABLES) AND PAYMENT SCHEDULE

The Mobile Developer shall be expected to work in union with other Project members; however the scope of contribution is as follows:

- i. Write the source code for phase 1 UX/Screen Design for mobile app (Phase 1 – Home, Planning and Inventory Modules). **This will attract a quarter of total contract price (Time line)**
- ii. Write the source code for phase 2 UX/Screen Design for mobile app (Phase 2 – Finance and Dashboard). **This will attract a quarter of total contract price (Time line)**
- iii. Write source code for phase 3 UX/Screen Design for mobile app (Phase 3 – Administration, Resource and Settings). **This will attract a quarter of total contract price (Time Line)**
- iv. Write source code for updates (mobile app) as required
Documentation: Submit necessary source codes and information for the development, management and operation of the Software as applicable. **This will attract a quarter of total contract price (Time Line).** (Phase 4).

INPUT AND DURATION

The client shall provide necessary information required for the development as at when due while the developer/designer is expected to complete assignment within (3 months) of engagement.

REPORTING AND APPROVAL PROCEDURES

The Developer/Designer shall work with and report to the Project Manager of the Client for all aspects of the Contract relating to professional issues as appropriate.

CLIENT CONTRIBUTION

The Client shall provide all necessary support to the Developer/Designer, including software content, design and layout approval and functional requirements.

SOLUTION REQUIREMENTS

GENERAL REQUIREMENT

Support: All information technologies must provide support for the English* language. Specifically, all display technologies and software must support the ISO 90003 and ISO 27001 characters set and perform sorting according to standard ASCII method

DATES: All Solutions MUST properly display, calculate, and transmit date data, including, but not restricted to 21st-Century date Language

Software specification: (Kindly Indicate the complimentary Software or plugins required for the Solution)

- System Software and System-Management Utilities
- Database Software and Development Tools
- General-Purpose Software
- Networking and Communications Software
- Business Application Software

Document requirement:

- Technical Documents: Technical Reference Manual, Systems Administrator’s Manual, Data Dictionary & Data Flow Diagrams, Data Center Security Documents and Code

TABLE DEFINITION

SYMBOL	DEFINITION
M	MANDATORY - Requirement MUST be met.
D	DESIRABLE - requirements that are very much wanted and may be paid for if funding allows but which are not a cause for failing to meet the technical standard

FUNCTION REQUIREMENTS

S/N	FEATURE/MODULES	DESCRIPTION	STATUS
<u>1</u>	Wide system requirement	<ul style="list-style-type: none"> Internet based On-line real time system¹ Support multiple concurrent user i.e. 100+ users* Store, operate and report in single and multi currencies Must be able to handle multiple locations Must be able to handle multiple entities (autonomous farms) with a consolidation ledger and reporting The system MUST support a financial year based on the calendar year from desired calendar period, and be divided over at least 12 monthly accounting periods, with a thirteenth period for closing the accounts In addition, the system must be able to support Commitment Accounting whereby expenditure is recorded when an order is placed or commitment otherwise made and this information is used to manage expenditure against a budget The system MUST offer a flexible currency field size with a facility to handle (for data entry, consolidating, reporting and screen display values for a minimum of Naira 999,999,999,999,999.99 Import electronic documents Ability to manage any form of digital documents, including a variety of image formats, textual and electronic files, digital 	<u>M</u> <u>D</u> <u>D</u> <u>D</u> <u>D</u> <u>M</u> <u>M</u> <u>D</u> <u>M</u> <u>M</u>

¹* Web solution

		audio/video formats <ul style="list-style-type: none"> • Provision of open access to third-party applications to freely exchange documents • Support for document distribution through printing, , virtual printer, e-mail, fax, in-built messaging system and CD archival • Support Satellite mapping • Support webcam 	<u>M</u> <u>M</u> <u>M</u> <u>M</u>
	Password/security system/Audit	<ul style="list-style-type: none"> • Support for comprehensive multiple-level security based on User, Group and Role/Job Profile. • Support for security control at document/folder level using custom security labels. • Support for security control through document sharing, restriction (to include purging of document - deletion) and assignment. • Support for control of printing and saving of documents on local machines. • Support for Event Logging/Auditing.² <p>MUST provide the following at a minimum. In general, there should be a multi-level approach to system security based on the recognised audit controls of ‘authentication’ and ‘verification’, including:</p> <ul style="list-style-type: none"> • Level 1 – Unique usernames and passwords are required for all users at the operating system or domain level e.g. Windows user accounts • Level 2 – Once the user has gained authorised and authenticated access to the system, unique usernames and passwords are required for all users at the application level • Level 3 – Once the user has gained authorised and authenticated access to the application, there must be configurable access to specific modules/transactions within the application. • Level 4 – The final level of secure access 	<u>M</u> <u>D</u> <u>M</u> <u>M</u> <u>M</u> <u>M</u> <u>M</u>

² Consultant to discuss auditing process, i.e. transaction date and time, log trail, define access right etc. enforce printing of audit reports at regular intervals

		<p>control is based on implementing configurable parameters to control the user's actions once access has been gained to authorised modules or transactions e.g. Create, Read Only, Update, Delete</p> <p>The system MUST provide the facility to control user/group access at the following levels/functions:</p> <p>Functions</p> <ul style="list-style-type: none"> • User id/ password • Systems Administration and Control • Application / Module • Access to Screens • Access to Field • Access to Buttons • Read/write/execute functions • Administration of full accounts code • Item management • Access to Budget allocation code • Access to Transaction value <p>The system MUST provide passwords to be:</p> <ul style="list-style-type: none"> • Minimum 8 characters (alpha numeric) in length • Held in an encrypted form • Not displayed on the screen 	<p>M</p> <p>M</p>
	System input/processing/output control	<p>The system MUST have a GUI interface, MUST be menu driven, MUST be user friendly and MUST have an on-line help facility.</p> <p>The system MUST provide for system control and maintenance at the system administrator level including:</p> <ul style="list-style-type: none"> • System control files • System parameter files • Look-up tables • Calendar set up • Validation levels • Ability to set validation rules at the field level. <p>The system MUST provide for:</p> <ul style="list-style-type: none"> • On-line file update • On-line enquiries • On-line approval and authorisation processes <p>The system MUST provide for an on-line warning</p>	<p>M</p> <p>M</p> <p>M</p> <p>M</p>

		<p>or alert messages and transaction rejection where validation identifies invalid data input.</p> <p>The system MUST provide a facility for output/ reports options to be previewed before directed to either printer, screen or file</p> <p>The system must allow the users to specify whole report/ page/ selection to be printed.</p>	<p><u>M</u></p> <p><u>M</u></p>
	System restore recovery	<ul style="list-style-type: none"> •The system MUST provide database 'roll-back' facilities for incomplete data processing •The system MUST be capable of recovering from catastrophic failure with the loss of data entered or amended since the last user initiated a backup. •The system MUST allow automatic backups to be pushed to or pulled from another computer at user specified intervals. •The system SHOULD be capable of logging all, or only user specified, errors •The system MUST allow back-up copies of itself to be taken for storage at a separate location. The system MUST allow data back up to be made to removable media 	<p><u>M</u></p> <p><u>M</u></p> <p><u>M</u></p> <p><u>M</u></p> <p><u>M</u></p>
	Document management and Control archiving of data	<p>Integrated Enterprise Work flow Module</p> <p>Define work processes and automatically route documents through the workflow according to pre-determined rules</p> <ul style="list-style-type: none"> • Web Access Module: Receive workflow tasks/messages and approve/route documents via any standard web browser. • Internet browser integration. • Easy and flexible integration with legacy applications via API • The system MUST provide facilities to archive transaction details to history files³ 	<p><u>M</u></p> <p><u>M</u></p> <p><u>M</u></p> <p><u>M</u></p>
	Classification requirement	The system must be able to classify and group entities in a non-conflicting manner i.e. solution must be able to serve multiple farm and disassociate their activities	<u>M</u>
	Information Interchange/system interface	<p>The system MUST provide facilities so that any or all modules of the Solution are capable of integrating with the Clients existing Information systems:</p> <ul style="list-style-type: none"> • <u>Clients website</u> • <u>Clients mobile App</u> 	<u>M</u>

³ Maintain up to at least 3 years prior history online before archiving, enable enquires on archived data, capable of holding up to 10years data in archive

		Data MUST be entered only once in the system and used many times. The system MUST be capable of importing and exporting files to MS-Office products (e.g. Excel) for analysis, report production etc. The system MUST provide an interface processing facility to: <ul style="list-style-type: none"> • Provide batch and processing controls, • Prevent the duplicate input of feeder files, • Maintain the integrity of double entry bookkeeping (i.e. debits = credits), • Provide controlled interface with appropriate security for file import/ integration. 	<u>M</u> <u>M</u> <u>M</u>
	Reporting ⁴	MUST generate and force analytical report across modules such as: <ul style="list-style-type: none"> • Performance report • Management report • Audit report • Operation and compliance report • Inventory report 	<u>M</u>
	Notes and Observations	All module reports and analysis should have an observation or note feature for narratives	<u>M</u>
	Fill out forms ⁵	The Solution must provide facility for electronic forms	<u>M</u>
	MODULES		
	PLANNING MODULE	Solution must have facility to create the following views: <ul style="list-style-type: none"> - Deliverable - Workplan - Procurement plan - Marketing plan - Procurement plan - Production (task management) - Sales estimate <ul style="list-style-type: none"> • All plans will project into the production year • All plans must be linked to a budget line, hence the budget must be informed by the activities stated in the appropriate plans • The solution should alert budget deficit or surplus and income must equal expenditure 	<u>M</u> <u>M</u> <u>M</u>

⁴ Reports to include actual vs estimates, year/month to date analysis, % variations, inventory/stock report, HR report on attendance et al through visuals

⁵ Provide various electronic requests/application forms that are printable and transferable i.e email

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		<ul style="list-style-type: none"> Sales estimate and production estimate must inform sales revenue budget and expenditure budget respectively The solution must flag noncompliance ie.production estimate without a best practice performance check, activity without a budget line, sales estimate without a marketing plan System must have facility to extract estimated disbursement per time based on projected activity/work plan timeline system must allow for activity plan review automatically adjusting corresponding modules 	<u>M</u> <u>M</u> <u>M</u> <u>M</u>
	INVENTORY MODULE	Solution must have facility to create the following views: <ul style="list-style-type: none"> - Asset Register - Store Register - Produce register - Inventory tracker 	<u>M</u>
	FINANCE MODULE	Solution must have facility to create the following views: <ul style="list-style-type: none"> - Revenue - Expenditure - Consolidated account 	<u>M</u>
	DASHBOARD	Solution must have facility to create the following views: <ul style="list-style-type: none"> - Calendar - Notification - Production Overview - Finance analysis - Audit - Land Management - KPIs Dash board should enable graph and chart analysis for reporting	<u>M</u>
	ADMINISTRATION	Solution must have facility to create the following views: <ul style="list-style-type: none"> - Staff profile - Clients profile - Training schedule 	<u>M</u>
	RESOURCE	Solution must have facility to create the following views: <ul style="list-style-type: none"> - Document management - Video - Photo - Excel/Word 	<u>M</u>

OTHERS			
KPIs	<ul style="list-style-type: none"> All modules must have KPIs to ensure performance tracking against a set of pre-determined benchmarks indicators set by the business owner i.e. benchmark produce features (ideal vs actual) will be compared and reported pictorially, idle asset, water test, soil test etc. 	M	
Best practice	<ul style="list-style-type: none"> The best practice shall be a mandatory predefined parameter applied to selected activities that are important in the production and operational processes to ensure quality, effectiveness and efficiency i.e. Spacing, administration of fertilization, water level ratios e.t.c The system must be able to force implementation of the above mentioned practices 	M	
Farm operation	<ul style="list-style-type: none"> System must have a strategic action and implementation calendar that indicates activities throughout the production year. The implementation plan must have facility for daily, weekly, monthly, quarterly, half year and full year plan views System must be able to create task with the following details <ul style="list-style-type: none"> Task type Start date End date Estimate (cost, time) Actual Resource Input (i.e. labour, labour type, unit cost of labour, quantity, medication, equipment etc. Supervisor signature and date Persons to carry out task Calendar must hold multiple tasks that can be grouped and disintegrated by categories of task System must be able to keep historical log of all task and their details System must be able to identify 'task on hold' 'incomplete task' 'completed task' and cancelled task and alert appropriately either by text or email 	M	
Traceability	<ul style="list-style-type: none"> System must be able to track stock movement 	M	

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		from farm to warehouse/store and to buyer/consumer	D
		<ul style="list-style-type: none"> System must be able to generate label code readable by any bar/code reading device 	
	HR Manager	<ul style="list-style-type: none"> System must capture all staff bio data including Name, ID No., telephone no., email, title, job title, date of employment, expected date of retirement, Account details, pictures, DoB, Referees details, Qualification and courses attended, Address, Phone Number, Sex, employment history, employment Status and facility to update staff developmental progress System must capture clients/partners' bio data including, name, contact address and numbers, clients detail, account numbers, relevant correspondences, and historic transaction record etc. System must have facility to amend status of staff and key record of staff progression with a narrative reporting format System must be able to pull reports on employees on: Absenteeism, lateness, pilfering, misconduct etc System must allow generating cost of employee and hence generating reports on staff wages, remunerations and future increment etc. Secure facility record against: medical records, disability, suspensions, misconduct, disciplinary actions, leaves (holiday) System must have a recruitment template(fill out form) with parameters/minimum requirement for employing each work cadre System must force periodic HR Audit to view HR performance and staff performance Solution must have payroll management features 	M M M M M M M
	Medicals	<ul style="list-style-type: none"> System must be able to generate statutory treatment requirement of plant linked to every plant profile, indicating: <ul style="list-style-type: none"> Date and time Best practice Frequency Cost Manufacture and Expiry date of every 	M

		chemicals must be logged in - Alert must be set against all expired drugs	M
	Estimation and Projections ⁶	The Solution MUST allow estimator control over their estimate data, enabling them to model their projection and run scenarios prior to submission	M
	Supplementary budget	The Solution MUST provide a facility to prepare multiple supplementary budgets during the fiscal year.	M
	Budget preparation	<ul style="list-style-type: none"> Budget allocation must be linked to work plan as budget items outside the work plan would be considered an ineligible item except approved under contingency or supplementary budget. The Solution MUST report on all funding shortfalls by identifying capital projects where funding does not match planned expenditures. The Solution SHOULD allow users to select the basis for apportioning expenses over funding sources, as either a percentage split or absolute values. The Solution MUST be capable of locking any version of the budget so that it cannot be changed which can then subsequently be released for amendment with the required authority 	M D M
	Budget maintenance	<ul style="list-style-type: none"> The system MUST support the business rules that permit or restrain reallocation of approved budget between budget lines. The system MUST prevent a budget reallocation from a budget line that would result in: <ul style="list-style-type: none"> A negative Revised Budget for that line, or A Revised Budget less than the value of the Budget release for that budget line. 	M M
	Ledgers	The system MUST support the production of invoices	M

⁶ Estimates shall be applied to various modules i.e. Sales, budget, production and input etc.

		<p>The system MUST provide facility for reconciliation of receipts and reversals in any case</p> <p>The system should be able to capture the following:</p> <ul style="list-style-type: none"> • Cash flow report • Operating statement • Statement of asset and liability • Expenditure and revenue heads • Prepare break even analysis • Capture cost per production/produce • Postings: transactions posted must automatically and simultaneously update • Comparison: Balances must be capable of being compared with approved budget, revised budget, budget year to date commitment <p>The Solution SHOULD be able to support alphanumeric classification codes</p> <p>The Solution SHOULD provide for the recording of non-financial data against transaction detail</p>	<p><u>D</u></p> <p><u>D</u></p> <p><u>D</u></p>
	Procurement management	<ul style="list-style-type: none"> • Solution must be able to generate Purchase order with accompanying technical specification fill out form • Solution must have a purchase request form, which must be linked to a budget code, where system MUST verify uncommitted and available funds during the creation of a Purchase order • The Solution MUST allow Requisitions to contain multiple line items with multiple budget lines <p>The Requisition form MUST provide at least fields for the following:</p> <ul style="list-style-type: none"> - Location/Organisation - Requester's name and position - Item Code - Item Description - Date - Account Code - Expected delivery date - Receiving site/location - Quantity - Estimated value 	<p><u>M</u></p> <p><u>M</u></p> <p><u>M</u></p> <p><u>M</u></p>

		Requisitions can be created/amended/deleted/suspended/authorised	<u>M</u>
		The system MUST provide for the ability to capture the following minimum information on purchase orders:	<u>M</u>
		<ul style="list-style-type: none"> - Location - Item Code - Item Description - Account Code - Date - Supplier's name and location/address - Payment terms - Delivery note to supplier - Quantity - Amount 	
		Orders can be created/amended/deleted/suspended/authorised	<u>M</u>
		The system MUST support the transmittal of Local Purchase Orders electronically to suppliers who have the capacity to receive electronic orders.	<u>D</u>
		<ul style="list-style-type: none"> • Procurement should be linked to asset register • System must be able to prioritize requisitions against released and uncommitted funding, authorizing prioritized requisitions and "parking" non-priority requests. • The system must support contract management, and should then provide tracking on contract execution and performance • Track receipt of goods, returns, payment • Maintain a register of suppliers with facility to capture documents relevant to each supplier record, record must also indicate supplier status blacklisted, cancelled or unapproved • System must allow classification of supplier for easier record management • The system MUST be capable of maintaining a register of contracts which records: contract details; contract variations; and payments against each contract. Payments may be from 	<u>M</u> <u>D</u> <u>D</u> <u>M</u> <u>M</u> <u>M</u>

		<p>a variety of funding sources and may be by cash or third party disbursements. Contracts may be denominated in multiple currencies</p> <ul style="list-style-type: none"> • System must provide a means of checking that goods received and invoiced are in accordance with those ordered either through matching electronic goods received voucher or verifying invoice details • In any case of variation in an uncompleted transaction i.e change in quantity or price, system must be able to accommodate adjustments with facility to include narrative <p>The system MUST support the processing of:</p> <ul style="list-style-type: none"> - Credit Notes, - Goods Returned Notes, and - Cancellation of Local Purchase Order. <p>It MUST provide a field to hold free format text to be added to these transactions.</p>	<p><u>D</u></p> <p><u>M</u></p> <p><u>M</u></p> <p><u>M</u></p>
	Payment/Account payable	<ul style="list-style-type: none"> • The system should have facilities for electronic payment processing and settlement of transaction 	<u>D</u>
	Store inventory management	<ul style="list-style-type: none"> •The system MUST maintain unique stock identification reference, stock description, unit of issue, unit cost and balance (quantity and value), EXPIRY AND MANUFACTURE DATES •The system MUST have the ability to define minimum stock level, re-order level, re-order quantity, delivery period, maximum stock level •The system MUST have the ability to capture Purchase Order, goods received notes; stores requisition forms, credit notes and debit notes, delivery notes, issue voucher and invoices. •The system MUST have the ability to write off obsolete stock to expense codes 	<p><u>M</u></p> <p><u>M</u></p> <p><u>M</u></p> <p><u>M</u></p>
	Asset management	<p>The system MUST generate reports that at least include:</p> <p>List of assets by type including detailed information such as</p>	<u>M</u>

		<ul style="list-style-type: none"> - value, date of acquisition etc - Location - Replacement notification - Maintenance planning notices - End of agreement notification - Property budget reports - Project position reports - Capital depreciation analysis - Gross book value/ net book value/ depreciation - Disposals <p>Listing to support monthly General Ledger updates</p> <ul style="list-style-type: none"> - Analysis by asset type. 	
	Geographic Information System (GIS)	<p>The system MUST support land mapping for analysis such as:</p> <ul style="list-style-type: none"> - Land profiling - Support mechanized tools such as Agric drones for soil analysis etc 	M

TECHNICAL REQUIREMENT

1. Installation support
2. General testing

Operational Acceptance Tests

The Client (with the assistance of the Developer) will perform the following tests on the System and its Subsystems following Installation to determine whether the System and the Subsystems meet all the requirements mandated for Operational Acceptance.

- *Unit Testing: The Project Manager shall input and process test data for all module(s) in the systems and obtain accurate results in form of reports generated by the system.*
- *User Acceptance Testing: The Farmers test of the Solution shall input and process test data using the various modules in the systems and obtain accurate results in form of reports generated by the system. The Developer and the AgroHaven team shall be in attendance*

GENERAL CONDITIONS OF CONTRACT (GCC)

INTELLECTUAL PROPERTY RIGHT

COPYRIGHT

THE INTELLECTUAL PROPERTY RIGHTS IN ALL CUSTOMIZED SOFTWARE AND STANDARD MATERIALS SHALL REMAIN VESTED IN THE OWNER OF SUCH RIGHTS.

Contractual rights to the Customized Software or elements of the Customized Software may not be assigned, licensed, or otherwise transferred voluntarily or involuntarily to a third party without the permission of the client of such rights

As applicable, the Purchaser's And Supplier's rights and obligations with respect to custom software or elements of the custom software, including any license agreements, and with respect to custom materials or elements of the custom materials, are specified In the SCC. Subject to the SCC, the Intellectual Property Rights in all custom software and custom materials vest in the client. The developer shall do and execute or arrange for the doing and executing of each necessary act, document, and thing that the client may consider necessary or desirable to perfect the right, title, and Interest of the client in and to those rights.

SOFTWARE LICENSE AGREEMENTS

The Intellectual Property Rights in the Software vest in the Client including all inventions, designs and marks embodied in the Software.

Such license to access and use the Software shall:

- (a) Be:
- (i) Exclusive;
- (ii) Fully paid up and irrevocable
- (iii) Valid throughout the territory of the client's Country (or such other territory as **specified in the SCC**); and

PRODUCT UPGRADE

FUNCTIONAL GUARANTEES

If, for reasons attributable to the Developer, the System does not conform to the Technical Requirements or does not conform to all other aspects of the Contract, the Supplier shall at its cost and expense make such changes, modifications, and/or additions to the System as may be necessary to conform to the Technical Requirements and meet all functional and performance standards. The Developer shall notify the client upon completion of the necessary changes, modifications, and/or additions and shall request the client to repeat the General/Operational Acceptance Tests until the System achieves Operational Acceptance.

INTELLECTUAL AND PROPERTY RIGHTS WARRANTY

The Developer hereby represents and warrants that:

- (a) The Software as supplied, installed, tested, and accepted;
- (b) Use of the Software in accordance with the Contract; and

- (c) Copying of the Software and Materials provided to the client in accordance with the Contract do not and will not infringe any Intellectual Property Rights held by any third party and that it has all necessary rights or at its sole expense shall have secured in writing all transfers of rights and other consents necessary to make the assignments, licenses, and other transfers of Intellectual Property Rights and the warranties set forth in the Contract, and for the client to own or exercise all Intellectual Property Rights as provided in the Contract. Without limitation, the developer shall secure all necessary written agreements, consents, and transfers of rights from its employees and other persons or entities whose services are used for development of the System

INTELCTUAL PROPERTY RIGHT

The developer shall indemnify and hold harmless the client and its employees and officers from and against any and all losses, liabilities, and costs (including losses, liabilities, and costs incurred in defending a claim alleging such a liability), that the client or its employees or officers may suffer as a result of any infringement or alleged infringement of any Intellectual Property Rights by reason of:

- (a) Installation of the System by the developer or the use of the System, including the Materials, in the country where the site is located;
- (b) Copying of the Software and Materials provided the developer in accordance with the Agreement; and
- (c) Sale of the products produced by the System in any country, except to the extent that

LIMITATION OF LIABILITY

The aggregate liability of the Supplier to the Purchaser, whether under the Contract, in tort or otherwise, shall not exceed the total Contract Price, provided that this limitation shall not apply to any obligation of the Supplier to indemnify the Purchaser with respect to intellectual property rights infringement

TRANSFER OF OWNERSHIP

The ownership of Software, materials, Information Technologies and other Goods shall be transferred to the client at the time of Delivery or otherwise under terms that may be agreed upon and specified in the Contract Agreement.

Warranty Service: 12 months for software, response time: same day but not later than 48 hours.

SPECIFIC CONDITIONS OF CONTRACT

The Developer's obligations under the Contract will include the following recurrent activities:

- Development (Software)
- Technical services (local support)

CONTRACT PRICE

Adjustments to the Contract Price shall be as follows: **None, except for the cost associated with Technical Support.**

INTELLECTUAL PROPERTY RIGHT

The client's rights and obligations with respect to Custom Software or elements of the Custom Software or Custom Materials or elements of the Custom Materials are as follows:

- AgroHaven will reserve all right to the Software upon the signing of contract agreement
- All source codes and necessary information on the development of the software shall be released to AGROHAVEN following the completion of the Software

IN WITNESS whereof the parties hereto have caused this Agreement to be executed in accordance with the laws of *the Federal Republic of Nigeria* on the day, month and year indicated above.

For and on behalf of the Client

Signed:

BY: **Ogunmusire Oluwole**

in the capacity of Managing Director

in the presence of: **Olaifa Seun (Partner)**

For and on behalf of the Developer

Signed:

BY:

in the capacity of **DIRECTOR**