# MASTER SERVICES AGREEMENT

## Enterprise Software Solutions

**Contract Number:** proc-msa-001  
**Effective Date:** January 1, 2024  
**Expiration Date:** December 31, 2026

## PARTIES

**First Party (Client):**  
GlobalTech Corporation  
123 Technology Drive  
New York, NY 10001

**Second Party (Service Provider):**  
CloudSync Solutions LLC  
456 Cloud Avenue  
San Francisco, CA 94102

## ARTICLE 1 - SCOPE OF SERVICES

Service Provider shall provide enterprise software solutions, cloud infrastructure services, and related professional services as detailed in individual Statements of Work (“SOWs”) executed under this Master Services Agreement (“Agreement”).

## ARTICLE 2 - CONTRACT IDENTIFICATION AND MANAGEMENT

**Contract Manager:** Sarah Chen, Director of Procurement  
**Business Unit:** Information Technology Division  
**Project Code:** PROJ-2024-CLOUD-001  
**Approval Authority:** CTO and Procurement Committee

## ARTICLE 3 - TERM

This Agreement shall commence on January 1, 2024, and shall continue for a period of three (3) years, expiring on December 31, 2026, unless terminated earlier in accordance with the provisions herein.

**Renewal Notice:** This Agreement shall automatically renew for successive one-year periods unless either party provides ninety (90) days written notice of non-renewal.

## ARTICLE 4 - TOTAL AGREEMENT VALUE

The total estimated value of all work to be performed under this Agreement, including all SOWs, is Fifteen Million Dollars ($15,000,000 USD) over the term of the Agreement.

## ARTICLE 5 - PAYMENT TERMS

Client shall pay Service Provider within thirty (30) days from invoice receipt (“Net 30 days from invoice receipt”). Late payments shall accrue interest at the rate of 1.5% per month.

## ARTICLE 6 - PERFORMANCE METRICS AND SERVICE LEVELS

Service Provider shall maintain the following minimum performance standards: - **Service Level Agreement:** 99.5% uptime - **Response Time:** Less than 2 hours for critical issues - **Customer Satisfaction:** Maintain rating above 4.5/5

**Performance Metrics Review:** Quarterly performance reviews shall be conducted to assess compliance with these metrics.

## ARTICLE 7 - COMPLIANCE REQUIREMENTS

Service Provider must maintain compliance with: - SOC 2 Type II certification - ISO 27001 information security standards - GDPR Compliance for data protection - Annual Security Assessment by approved third parties

## ARTICLE 8 - VENDOR RATING AND CLASSIFICATION

Service Provider is classified as: **Preferred - Tier 1 Strategic Partner**

This classification grants Service Provider priority consideration for additional projects and streamlined approval processes for SOWs under this Agreement.

## ARTICLE 9 - RISK ASSESSMENT

This Agreement has been assessed as **Medium Risk** based on: - Contract value and duration - Service criticality to business operations - Vendor performance history and capabilities

## ARTICLE 10 - GOVERNING LAW

This Agreement shall be governed by and construed in accordance with New York State Law, without regard to conflict of law principles.

## ARTICLE 11 - TERMINATION

Either party may terminate this Agreement with sixty (60) days written notice (“Either party may terminate with 60 days written notice”). Upon termination, all active SOWs shall continue under the terms of this Agreement until their respective completion dates.

## ARTICLE 12 - CONFIDENTIALITY

Both parties acknowledge they may have access to confidential information. Each party agrees to maintain confidentiality of such information for a period of seven (7) years following termination of this Agreement (“Standard mutual NDA with 7-year post-termination period”).

## ARTICLE 13 - INDEMNIFICATION AND LIABILITY

**Mutual Indemnification:** Each party agrees to indemnify and hold harmless the other party from third-party claims arising from their respective negligent acts or omissions.

**Liability Cap:** The total liability of either party under this Agreement shall not exceed Five Million Dollars ($5,000,000) (“Mutual indemnification with $5M liability cap”).

## ARTICLE 14 - CONTRACT STATUS

**Current Status:** Active  
**Industry Classification:** Procurement

## SIGNATURE BLOCK

**GlobalTech Corporation**

By: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_  
Name: [Name]  
Title: Chief Technology Officer  
Date: January 1, 2024

**CloudSync Solutions LLC**

By: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_  
Name: [Name]  
Title: Chief Executive Officer  
Date: January 1, 2024

*This Master Services Agreement serves as the foundation for all Statements of Work and related contract documents to be executed between the parties during the term hereof.*