

MEMORANDUM OF UNDERSTANDING (MOU)

Between TaiStat Ltd. ("TaiStat") and 4RDigital (Represented by Co-Founder Brian Chirchir)

1. Purpose

This MOU sets forth the understanding between TaiStat Ltd., a software development and data solutions firm, and 4RDigital, an early-stage startup, to collaborate on the design and development of the Retro AI Agent (YodaAI) — an intelligent retrospective assistant that enhances team productivity and learning from project cycles. The purpose of this collaboration is to develop a Minimum Viable Product (MVP) that 4RDigital can use for demonstrations, investor pitches, and early client engagements.

2. Project Overview

YodaAI is designed to help project managers automate retrospectives through data-driven insights, progress tracking, and actionable recommendations. TaiStat will lead all technical development and delivery, while 4RDigital focuses on product validation, business strategy, and partnership development.

3. Roles & Responsibilities

TaiStat (Technical Partner):

- Handle all phases of product development (UI/UX, backend, AI logic, and deployment).
- Maintain control of the GitHub repository and product source code.
- Provide milestone-based demos, progress updates, and reports.
- Offer limited technical support post-delivery for pitching and demonstration.

4RDigital (Strategic Partner / Startup Client):

- Provide the product concept, feedback, and vision alignment.
- Cover agreed development and labor costs for the MVP phase.
- Lead outreach, pitching to potential clients/investors, and partnership building post-MVP.
- Commit to revenue or profit-sharing with TaiStat once client engagements begin.

4. Budget & Payment Terms (in KES)

Phase	Scope	Duration	Budget (KES)	Payment Terms
Phase 1 – MVP Development	UI/UX design, AI integration, backend development, and deployment	6-8 weeks	200,000	50% upfront, 50% after demo
Phase 2 – Pitching & Expansion	Client onboarding, analytics, and client onboarding	TBD	To be determined	Post-pitch funding

Given 4RDigital's startup status, TaiStat agrees to a flexible partnership model where full commercial rights and expansion will only be executed once 4RDigital secures client or investor funding. Until then, TaiStat retains primary IP ownership.

5. GitHub & Code Access

To protect project integrity, TaiStat will retain full GitHub access. 4RDigital will receive detailed documentation, weekly progress updates, and demo previews. Any code-level access will occur only after full payment and upon entering the commercialization phase.

6. Intellectual Property (IP) & Ownership

All IP remains with TaiStat until full payment for Phase 1 is completed. Upon completion, the MVP will be co-owned for commercialization under a joint agreement.

7. Communication & Reporting

TaiStat will share weekly updates and demos. 4RDigital will provide feedback and maintain transparent communication.

8. Term & Termination

This MOU remains valid through Phase 1 or until replaced by a formal partnership agreement. Either party may terminate with 14 days' notice, provided all dues are settled.

9. Signatures

For TaiStat Ltd.

Name: Stephen Mulingwa

Title: Founder / Project Lead

Signature: _____

Date: _____

For 4RDigital

Name: Brian Chirchir

Title: Co-Founder

Signature: _____

Date: _____