**PLEASE SCROLL DOWN AND READ ALL OF THE FOLLOWING ADDITIONAL TERMS AND CONDITIONS OF THE STATEMENT OF WORK ADDENDUM (“ADDENDUM”) CAREFULLY BEFORE SERVICES WILL BE ENGAGED. YOU (“CUSTOMER”) ACKNOWLEDGE THAT YOU HAVE READ AND UNDERSTOOD THIS ADDENDUM AND AGREE TO ABIDE BY ALL THE TERMS AND CONDITIONS STATED HEREIN. THIS ADDENDUM, IN ADDITIONAL TO THE STATEMENT OF WORK, IS A LEGALLY BINDING CONTRACT BETWEEN CUSTOMER AND THE DIGITAL.AI ENTITY IDENTIFIED IN THE APPLICABLE ORDER (“DIGITAL.AI”) THAT GOVERNS CUSTOMER’S USE OF THE ASSOCIATED PROFESSIONAL SERVICES.**

# PROFESSIONAL SERVICES TERMS AND CONDITIONS

1. Digital.ai shall perform the Professional Services with reasonable care and skill pursuant to this Order. Nothing in this Order may be construed as an obligation of Digital.ai to deliver a certain result. Customer shall reimburse Digital.ai’s reasonable cost for pre-approved travel and expenses incurred in connection with the performance of the Professional Services insofar as (i) such cost are in compliance with Customer’s travel policy; and (ii) Digital.ai substantiates such cost with receipts. All costs for expenses in compliance with Customer’s travel policy which have already been incurred by Digital.ai in the performance of the Professional Services, prior to an early termination of the Order by Customer, shall be borne by Customer.
2. Except for Customer's pre-existing intellectual property or Customer Data provided by the Customer, all rights, titles and interest, including moral rights in intellectual property to or arising from any Professional Services shall be owned solely by Digital.ai or its licensors. Digital.ai grants to Customer a non-exclusive, non-licensable, non-sublicensable, non-transferable right to use the Professional Services and all works derived therefrom during the applicable Subscription term and solely in connection with the Software.

# CUSTOMER RESPONSIBILITIES

1. Project Management Customer Responsibilities
	1. Responsible for all customer internal project management activities including coordinating customer resource availability. Assigned Digital.ai resources will attend a weekly meeting and provide a report on the status of assigned work items. Please reference the project management table below for more details on roles and responsibilities.
	2. Provide assigned Digital.ai roles and if required, other employees of Digital.ai with access to customer environments needed to perform services.
2. Infrastructure Management & Customer Process Compliance Customer Responsibilities (On Premise Components Only)
	1. Procurement and provisioning of servers, infrastructure, middleware, digital certificates, and other components in support of the Solution upgrade.
	2. Network, firewall, router, VIP, and port configurations.
	3. Creation and configuration of server, web server, application server, databases, and other middle-ware components
	4. Taking regular backups of all systems, applications, and databases
	5. Customer is exclusively responsible for establishing and maintaining an effective monitoring system and for all other internal controls, including, without limitation, approaches, and systems to achieve its control objectives, including, compliance with applicable laws and regulations. This is inclusive of but not limited to data and system classification as well as security policies. Preparation of materials for complying with controls is the Customer’s responsibility unless otherwise noted.
3. Solution Validation & Adoption Customer Responsibilities
	1. Perform technical and functional validation of Solution with guidance from Digital.ai.
	2. Prepare all testing materials and conduct all acceptance testing.
	3. Overall planning, management, and execution of adoption of the solution into the Customer organization including organizational changes, assignment of resources to roles, and formal process definition (i.e., Organizational Change Management)

**Project Management Roles & Responsibilities**

|  |  |  |
| --- | --- | --- |
| **Tasks** | **Customer PM** | **Digital.ai PM** |
| Schedule & Lead Project Kick Off |   | **X**  |
| Prepare Weekly Status Meetings | **X**  | **X**  |
| Managed Customer Resource Availability | **X**  |   |
| Manage Digital.ai Resource Availability |   | **X**  |
| Provide Visibility & Knowledge of Customer Strategic Roadmap | **X**  |   |
| Develop Project Plan | **X**  | **X**  |
| Maintain Project Plan Accuracy | **X**  | **X**  |
| Maintain Project Schedule & Budget | **X**  | **X**  |
| Digital.ai Project Progress |   | **X**  |
| Provide Regular Budget Reporting |   | **X**  |
| Maintain Issues/Risks | **X**  | **X**  |
| Engage Customer Executive Sponsors to Address Issues/Risks | **X**  |   |
| Engage Digital.ai Executive Sponsors to Address Issues/Risks |   | **X**  |
| Coordinate Development of Acceptance Criteria | **X**  |   |
| Coordinate Deliverable Review/Acceptance | **X**  |   |
| Coordinate Success Criteria Achievement Evaluation | **X**  |   |
| Project Close Out | **X**  | **X**  |