

MASTER SERVICES AGREEMENT

This Master Services Agreement (the "Agreement") sets forth terms under which [YOUR COMPANY'S NAME] a [YOUR COMPANY'S STATE] corporation ("Company") shall provide services to [CLIENT NAME], a [CLIENT'S STATE] [TYPE OF ENTITY] (the "Client"). This Agreement is effective as of Month dd, yyyy ("Effective Date").

1. **Services.** Company shall provide [TYPE OF SERVICES PROVIDED UNDER THIS AGREEMENT] services for purposes of [PURPOSE OF SERVICES] ("Services") to the Client as described on one or more Statements of Work signed by Company and Client that reference this Agreement ("SOW" or "Statement of Work"). Company shall perform Services in a prompt manner and have the final [FINAL PRODUCT] or service ("Deliverable") ready for Client no later than the due date specified in the applicable SOW ("Completion Date"). This due date is subject to change in accordance with the Change Order process defined in the applicable SOW. Client shall assist Company by promptly providing all information requests known or available and relevant to the Services in a timely manner.

2. **Contract Price.** For performance of the Services and rendering the Deliverable, Client shall pay to Company all fees due under the applicable SOW.

3. **Deposit.** An initial payment (the "Deposit") of [INITIAL DEPOSIT AMOUNT] is due to Company at signing. 50% of the Deposit shall be non-refundable in the event that Client cancels the project prior to its completion.

4. **Dates of Performance.** Company will begin performing services upon receipt of signed Agreement and Deposit. Unless terminated as provided in this Agreement, Company will complete Services by the Completion Date. Deliverable shall be furnished to Client within 72 hours of final payment for the Services.

5. **Change in Services.** If Client desires changes to the SOW, Client shall submit to Company a written request in accordance with the change order process defined in the applicable SOW. The parties may execute additional Statements of Work describing Services, which will become part of this Agreement upon execution by Company and the Client. If additional SOW are executed, then Client shall pay Company for all services performed prior to the additional SOW before Company begins work on the new SOW.

6. **Termination.** Company shall have the right to modify, reject, or terminate any SOW and any related work in process with five days written notice to Client. In the event Company terminates the SOW prior to completion of Services, the Client shall pay Company the fees due under the SOW with respect to Services completed as of the date of termination. Payment for completed work will be deducted from the deposit. Company will retain the non-refundable 50% of the Deposit and return any unearned portion exceeding 50% of the Deposit. Any amount due for services performed by Company

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JL Elias



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