

MASTER SERVICES AGREEMENT

Agreement-V1.6

1. **Definitions.** When used in this Agreement, the following terms have the following meanings:
- 1.1. Affiliate. Any partnership, joint venture, corporation, limited liability company or other entity that directly or indirectly controls, is controlled by, or is under common control with a Party to this Agreement.
 - 1.2. Authorized Representative. An individual who is designated by and granted authority from a Customer to act on behalf of Customer for any matter contemplated by this Agreement.
 - 1.3. Broadband Service. High-speed Internet access, which includes: Cable, Digital Subscriber Line (DSL) and Fiber Optic.
 - 1.3.1. Cable. Digital Data transmission via coaxial cable or a hybrid fiber coaxial cable.
 - 1.3.2. Digital Subscriber Line (DSL). Digital Data transmission over a local telephone network.
 - 1.3.3. Fiber Optic. Method of transmitting pulses of light through an optical fiber. The light forms an electromagnetic Carrier wave that is modulated to carry information.
 - 1.4. Carrier. Any entity providing Telecommunication Services.
 - 1.5. Carrier Alternate Replacement (CAR). The replacement of an existing Cellular Wireless Service Carrier with an alternative Cellular Wireless Service Carrier.
 - 1.6. Cellular Data Plan. A specific allowance of Data within a given Service Period.
 - 1.7. Cellular Data Plan Sharing. The aggregation of unused Data across eligible Cellular Data Plans within a given Service Period; Cellular Data Plan Sharing may include one or more of the following:
 - 1.7.1. Cross Data Plan. Shared allowances across multiple Data Plan sizes.
 - 1.7.2. Within Data Plan. Shared allowances within one Data Plan size.
 - 1.7.3. Cross Carrier. Shared allowances across multiple Telecommunication Service Providers.
 - 1.7.4. Within Carrier. Shared allowances within a single Telecommunication Service Provider's Data Plan(s).
 - 1.7.5. Within Country. Cellular Wireless Services designated within a specific country (i.e. United States, Canada).
 - 1.8. Cellular Wireless Service. Communication network where the last link is wireless. The network is distributed over land areas called cells, each served by at least one fixed-location transceiver, known as a cell site.
 - 1.9. Change Order. Request by Customer to change any detail of an accepted Service Order.
 - 1.10. Data. Information sent or received over any telecommunication medium.
 - 1.11. Data Center Interconnect (DCI). Networking of two or more data centers.
 - 1.12. End User. Individuals who connect to the Guest Internet Access or to the Private Wireless Access.
 - 1.13. Ethernet Private Line (EPL). A medium that provides a point-to-point virtual connection between a pair of dedicated user network interfaces.
 - 1.14. Guest Internet Access. The geographic location in which an access point is available for a computer or other Wi-Fi enabled portable device to gain access to the Internet using Wi-Fi Wireless Service.
 - 1.15. Handling Fee. The cost of packaging and preparing Hardware for shipment.
 - 1.16. Hardware. Any equipment supplied by Ventus to Customer in accordance with a Service Order.
 - 1.17. Hardware Maintenance Service. The replacement of failed or malfunctioning Hardware.
 - 1.18. Hardware Reconfiguration. The reprogramming of Hardware.
 - 1.19. Intellectual Property Rights. A Party's ownership rights in copyrights, patents, trade secrets, trademarks, trade names, service marks and other proprietary rights relating to intellectual property.
 - 1.20. Internet. An electronic communications network that connects computer networks and organizational computer facilities around the world.
 - 1.21. Local Exchange Carrier (LEC). Local telephone or cable company that provides Telecommunication Services.
 - 1.22. Lost or Damaged Hardware. Any Hardware that is not returned to Ventus or is received by Ventus damaged or in non-working order. Such Hardware will be invoiced at Lost Hardware Price for Ventus Hardware or the MSRP for third party Hardware.
 - 1.23. Managed NaaS Data Usage. Data consumed to deliver security, device health information and other scheduled reporting.
 - 1.24. Managed Network as a Service (Managed NaaS). A bundled service including one or more of the following: Transport Service, Hardware Maintenance Service, CARS, Network Monitoring Service, Technical Support Service.
 - 1.25. Managed Telecommunication Services. May include one or more of the following: Broadband, Cellular Wireless Service, Ethernet Private Line, Internet, Managed VPN, MPLS, Public Switched Telephone Service, Satellite, and Wi-Fi Wireless Service (collectively referred to as "Telecommunication Service(s)").
 - 1.26. Managed VPN (MVPN). Virtual Private Network utilizing a Broadband connection provided by the Customer.

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- 1.27. Manufacturer's Suggested Retail Price (MSRP). The current prevailing cost of third-party Hardware.
- 1.28. Master Services Agreement (Agreement). Agreement reached between the Parties, in which the Parties agree to a general set of terms and conditions which apply to future agreements.
- 1.29. Module. A device that allows for machine to machine (M2M) connectivity across a variety of communication networks.
- 1.30. Monthly Recurring Charge (MRC). The fixed recurring charge(s), excluding taxes and Service Fees, invoiced by Ventus to Customer on a monthly basis.
- 1.31. Multiprotocol Label Switching (MPLS). The family of standards in which Internet protocol networks can make forwarding decisions based on a pre-allocated label to set up a Label Switched Path.
- 1.32. Network Engineering Services. Professional Services, including one or more of the following: designing, planning, implementing and supporting network solutions between multiple computing platforms, routine protocols, and Hardware selections and configurations.
- 1.33. Network Monitoring Service. The use of a system that constantly monitors the health of network components.
- 1.34. Non-recurring Charges (NRC). One-time invoiced charge(s) including but not limited to order processing, Hardware purchase(s), Network Engineering Services, Telecommunication and Hardware installation Service(s).
- 1.35. Over The Air Changes (OTA). The reprogramming of Hardware via remote access.
- 1.36. Overages. The excess amount of Data sent or received over the cellular network that exceeds the monthly Cellular Data Plan allowance.
- 1.37. Payment Card Industry Data Security Standard (PCI DSS). Proprietary information security standard for organizations that handle credit, debit and cash card transactions.
- 1.38. Private Wireless Access. The provision of Wi-Fi Wireless Services to a business and its employees.
- 1.39. Prorate. A partial month's charge for the start of new service, or a change made to a recurring service during a Service Period.
- 1.40. Public Switched Telephone Network (PSTN). Also referred to as POTS (Plain Old Telephone System).
- 1.41. Quote. A formal written statement to supply Hardware and/or Services requested by Customer at a specific price. Quote(s) accepted by Customer and Ventus become part of this Agreement.
- 1.42. Return Merchandise Authorization (RMA). Part of the process of returning Hardware to Ventus.
- 1.43. Satellite. Wireless communication using electromagnetic waves to carry signals to transport Data.
- 1.44. Service Fee. Monthly fee charged as a percentage of MRC to recover the cost of the following: asset location reporting, IP addressing and management, network address translation, terminating equipment, data center fees.
- 1.45. Service Order. Request by a Customer for new Services, Hardware or changes to existing Services or Hardware.
- 1.46. Service Period. The start and end date of the billing cycle.
- 1.47. Service Type. Description of any service offering.
- 1.48. Services. Services shall include Managed Network as a Service (Managed NaaS) and/or Managed Telecommunication Services.
- 1.49. Set-up Fee. Charge for the configuration and/or activation of any service or Hardware.
- 1.50. SIM. A card also known as a subscriber identity Module, that provides a means to authenticate onto a wireless Carrier's network.
- 1.51. Site Surveys.
 - 1.51.1. Desk Top Site Survey. A remote process whereby Ventus TSC gathers radio signal strength from Carrier on-line resources, third party sources and internal database reports to estimate multiple Carriers' coverage capabilities.
 - 1.51.2. Physical Site Survey. A technician is dispatched to a location with radio equipment to obtain real-time signal characteristics at a pre-determined location.
 - 1.51.3. Physical Plant Site Survey. A technician is dispatched to a location to examine physical fixed line facilities for determination of service availability.
- 1.52. Statement of Work (SOW). Exhibit to the Agreement which identifies and defines a specific project and includes the specific Services and/or Hardware to be offered, pricing schedule, and related items.
- 1.53. Technical Support Service. Service that provides Customer with technical assistance on Customer's Service(s) and Ventus provided Hardware.
- 1.54. Term. Any Initial Term or Renewal Term.
- 1.55. Termination Fee. Fee associated with the disconnection or cancellation of a Service Order prior to Term expiration.
- 1.56. Trial Period Service Order (Trial Period). A set period of time that Ventus will make available Hardware and Telecommunication Service(s) to Customer for the purpose of testing Customer's application at no charge.

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- 1.57. Units of Data Measurement. Bit – the smallest unit of measurement. Byte – a unit of measurement equal to 8 Bits. Kilobyte – a unit of measure equal to 1,024 Bytes. Megabyte – a unit of measure equal to 1,024 Kilobytes. Gigabyte – a unit of measure equal to 1,024 Megabytes. Terabyte – a unit of measure equal to 1,024 Gigabytes.
- 1.58. Virtual Private Network (VPN). Ability to send and receive Data across shared or public networks as if their computing devices were directly connected to the private network, and thus benefit from the functionality, security and management policies of the private network. A VPN is created by establishing a virtual point-to-point connection through the use of dedicated connections, virtual tunneling protocols and traffic encryption.
- 1.59. Virtual Private Network Tunnel Termination. A network device that consolidates a VPN or multiple VPN terminations.
- 1.60. Wi-Fi Wireless Service. Connection to a network using the 2.4 gigahertz UHF and 5 gigahertz SHF ISM radio bands without the need to use wires. The Wi-Fi Wireless Service is intended for the limited purpose of assisting with access to the Internet for e-mail and web browsing.