

**Service Level Agreement (SLA) Outline  
(Attachment 16)**

8/22/2006

<b>Section</b>	<b>Description</b>
<b>1.0</b>	<b><u>INTRODUCTION</u></b>
1.1	Purpose and Objectives
1.2	Parties to the Agreement
1.3	Commencement date
1.4	Duration of the Agreement
1.5	Non-exclusive Agreement
1.6	Definitions
<b>2.0</b>	<b><u>SCOPE OF WORK</u></b>
2.1	Standard Services
2.2	Non-standard Services
2.3	Service availability
2.4	Place of Service Delivery
2.5	Changes to Services
2.6	Client delays
<b>3.0</b>	<b><u>PERFORMANCE, TRACKING &amp; REPORTING</u></b>
3.1	Key personnel changes
3.2	How each individual service will be monitored
3.3	Benchmarks, targets and metrics to be utilized
3.4	Service level reporting
3.5	Service review meetings
<b>4.0</b>	<b><u>PROBLEM MANAGEMENT</u></b>
4.1	Support and Service desk services
4.2	Problem definition
4.3	Problem escalation
<b>5.0</b>	<b><u>COMPENSATION</u></b>
5.1	Professional fees
5.2	Reimbursable expenses
5.3	Invoices
5.4	Payment terms
5.5	Taxes
5.6	Interest for late payment
<b>6.0</b>	<b><u>CUSTOMER DUTIES AND RESPONSIBILITIES</u></b>
6.1	Processing and authorization of invoices
6.2	Client personnel, facilities and resources
6.3	Training on specialized equipment or tasks
6.4	Approvals and information
<b>7.0</b>	<b><u>WARRANTIES AND REMEDIES</u></b>
7.1	Quality of service

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- 7.2 Indemnification
- 7.3 Third party claims
- 7.4 Remedies for breaches
- 7.5 Exclusions
- 7.6 Force majeure
  
- 8.0 SECURITY**
- 8.1 Physical access
- 8.2 Logical access
- 8.3 Compliance with Client security policies
- 8.4 Information and data security measures
- 8.5 Disaster recovery
- 8.6 Encryption
  
- 9.0 INTELLECTUAL PROPERTY RIGHTS  
CONFIDENTIAL INFORMATION**
- 9.1 Intellectual property rights
- 9.2 Confidentiality
- 9.3 Court orders
- 9.4 Destruction of data and records
  
- 10.0 LEGAL COMPLIANCE & RESOLUTION OF  
DISPUTES**
- 10.1 Governing law
- 10.2 Export control
- 10.3 Informal resolution
- 10.4 Arbitration
- 10.5 Limitation of action
- 10.6 Limitation of liability
  
- 11.0 TERMINATION**
- 11.1 Termination after initial term
- 11.2 Termination for convenience
- 11.3 Termination for cause
- 11.4 Payment on termination
  
- 12.0 GENERAL**
- 12.1 Notices
- 12.2 Standard of Care
- 12.3 Assignment
- 12.4 Entire Agreement
- 12.5 Severability
- 12.6 Changes to the Agreement
- 12.7 Non-solicitation
- 12.8 Exhibits

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**13.0**

**SIGNATURES**