



CONTRACT RENEWAL LETTER

Date: May 20, 2024
Contract #: UCPJMU4871
Service: Electronic Research Administration System
Renewal Period: 6/21/2024 to 6/20/2025
Renewal #: 7 of 9 One-Yr
Issued By: James Madison University
 Colleen Johnson, Lead Commodity Contract Officer
 & Project Manager Ph: 540-568-3137
 Fx: 540-568-7935

Contractor: Key Solutions, Inc.
 Attn: Swarupa R. Mallipeddi
 2803 Lakeview Court
 Fremont, CA 94538 Ph: 510-456-4502

Contract Administrator: Becky Rohlf, Research and Public Service

Description of Renewal Notice:

The attached *Amendment to Master Software License Agreement Between James Madison University and Key Solutions, Inc.* is hereby added contract UCPJMU4871.

In accordance with the renewal provision of the original contract, except as modified herein, all terms, conditions, and specifications of the original contract remain the same during the contract renewal period, along with any modifications that have been incorporated up until this point. The contract pricing is updated for the "View Only" license to \$12,000/year annual in advance.

Return one executed renewal notice to my attention within ten days.

Key Solutions, Inc.

James Madison University

By: M. Swarupa Rami
Swarupa R. Mallipeddi

By: Colleen Johnson
Colleen Johnson, CUPO

Name (print)

Name (print)

Operations Manager 05/20/2024

5/20/2024
Lead Commodity Contract Officer & Project Manager

Title *Date Signed*

Title *Date Signed*

**AMENDMENT TO MASTER SOFTWARE LICENSE AGREEMENT BETWEEN JAMES
MADISON UNIVERSITY AND KEY SOLUTIONS, INC**

This **amendment** (“Amendment”) is effective as of the latest signature date, (“Effective Date”) and is entered into by and between **James Madison University**, an agency of the Commonwealth of Virginia whose address is **800 South Main Street, MSC 5720, Harrisonburg, VA 22807** (“**Licensee**”), and Key Solutions, Inc, (“KSI”), having an address at 2803 Lakeview Court, Fremont, CA 94538, Federal Tax Identification Number 77-0274677.

Licensee and KSI entered into the Master Software License Agreement between Licensee and KSI dated effective June 21, 2017, (the “Agreement”). Licensee is in the process of migrating their data into Licensee’s new system. Licensee requested Key Solutions to grant access to the system “As Is” beyond the expiration of the current term on June 20, 2024. KSI hereby agrees to extend the license to provide such access subject to the terms and conditions of the Agreement and as amended below with the understanding that the Licensee will not add additional new data to the system and KSI will not provide any customer support. Licensee and KSI desire to amend and supplement the terms of the Agreement, as more particularly set forth below:

This Agreement shall renew for an additional 12 month period ending June 20, 2025, (“Renewal Term”) for the “View Only” option, with a monthly fee of \$1,000 effective June 21, 2024, and may renew for the succeeding periods of 12 months. The KSI system will not be used in production capacity, meaning no new information will be entered into the system, bugs will not be fixed in the existing software, and the system will not be updated with Licensee specific fixes. Renewal scope does not include support or upgrades. Access is required for a limited number of staff, no more than 5. Licensee reaffirms and agrees to observe and abide by the terms of the Confidentiality clause in the Agreement and acknowledges that sufficient care would be taken to ensure that no reverse engineering is performed and no Intellectual property, know-how, processes, designs, or KSI’s confidential Information would be disclosed directly or indirectly to any of KSI’s competitors or potential competitors or to the internal employees or affiliates.

Fees for Renewal Term and Succeeding renewal periods should be paid at the beginning of such term/period.

IN WITNESS WHEREOF, Licensee and KSI have executed and delivered this Amendment effective as of the Effective Date.

Key Solutions, Inc.

By: M. Swarupa Rami

Name: Swarupa R. Mallipeddi

Title: Operations Manager

Date: 05/20/2024

James Madison University

By: Colleen Johnson

Name: Colleen Johnson

Title: Lead Commodity Contract Officer & Project Manager

Date: 5/20/2024