

Appendix 1 - Sampling of ISM Programs

ISM SIGNATURE PROGRAMS

Entrepreneur Economic Development

Entrepreneurial Ecosystem Development Program[®] is a one-year program in which participants come to understand the components of the ecosystem, showcase with other ecosystem players, and launch a few programs that ignite the entrepreneurship culture. Sponsored by government agencies and economic development agencies.

Entrepreneur Management & Operations

EXPLORE[®] is a two-week entrepreneurship program that teaches immigrants and minorities about exploring business ideas in the U.S. market. It is micro-enterprise (solo-preneur) focused. Sponsored by government and economic development agency, community organizers, and individuals.

IGNITE[®] is a seven-week, start-up, small business entrepreneurship program that addresses the challenges and opportunities minorities face in starting or growing a business. Sponsored by government and economic development agency, community organizers, and individuals.

Global Trade Mission[®] is an intensive three-day, hands-on learning program that simulates an entrepreneurial and international business trade mission. It is a youth-focused program for students aged 16 – 27 years. Sponsored by government, school districts, community colleges, universities, and individuals.

Resilient Entrepreneur Program[®] is a direct response to the COVID-19 pandemic and is designed to prepare leaders and entrepreneurs in sustaining their business activities now and into the future. The five-week program is offered in two formats: A self-education course, and in-person course. The self-education five-week course consists of a weekly release of structured educational material, and a one-hour coaching session in between sessions. The in-person five-week course is facilitated weekly by a virtual coach, and a one-hour coaching session in between sessions. Sponsored by government and economic development agency, community organizers, and individuals.

Global Entrepreneurship and Leadership Accelerator Program[®] is a three-month cohort-style entrepreneurship program targeting startups already engaged in the entrepreneurial ecosystem in their home country, such as being part of incubation or acceleration program. Sponsored by government and economic development agency, incubators and accelerators.

Train the Trainer[®] Program is a multiple place program that is designed to train potential facilitators in areas of FastTrac[®], growth wheel, coaching and mentoring, including custom-made train the trainer program. Sponsored by government and economic development agency, community organizers/organizations, and individuals.

Entrepreneur Workforce Development

INSPIRE® Program is a six-month values training program designed to inspire managers and employees toward optimal engagement and enhanced productivity in the workplace. Participants learn to align personal and business values with job requirements. Online classrooms are arranged weekly and monthly, in person and/or in groups. Sponsored by government and economic development agency, community organizers/organizations, and individuals.

Entrepreneur Strategy Planning

Kauffman FastTrac® is an intensive, eight to ten-week program that prepares serious entrepreneurs to open their business by planning and writing a business plan. ISM, a certified FastTrac® affiliate and licensee, provides the course in an interactive, group-orientated environment in which participants network with one another to bolster their business knowledge and ideas. Sponsored by government and economic development agency, community organizers, incubators, accelerators, and individuals.

FastTrac® **Growth Venture** is a flexible, 36-hour program with a proven framework to help established companies and entrepreneurs realize the full potential of their businesses through sustainable growth and operational efficiency. ISM, a certified FastTrac® affiliate and licensee, provides the course in an interactive, group-orientated environment in which participants network with one another to bolster their business knowledge and ideas. Sponsored by government and economic development agency, community organizers, incubators, accelerators, and individuals.

FastTrac® **Listening to Your Business** is specifically designed to help entrepreneurs evaluate and measure their business strategies. This program will help you answer the question, “Where do I want my business to go, and how do I make it happen?” ISM, a certified FastTrac® affiliate and licensee, provides the course in an interactive, group-orientated environment in which participants network with one another to bolster their business knowledge and ideas. Sponsored by government and economic development agency, community organizers, incubators, accelerators, and individuals

Entrepreneur & Leadership Basic® is a three-month coaching and training program designed for entrepreneurs in the startup stage. The program is offered in one-on-one meetings and provides access to ISM tools. Sponsored by individuals.

Entrepreneur & Leadership Enhanced® is a two-month program of coaching and training designed for entrepreneurs in the growth stage. The program is offered in one-on-one meetings and provides access to ISM tools. Sponsored by individuals.

Entrepreneur & Leadership Expert® is a one-month program of coaching and training designed for entrepreneurs in the scale-up stage. The program is offered in one-on-one meetings and provides access to ISM tools. Sponsored by individuals.

ISM LIMITED EDITION PROGRAMS

The Franchise Accelerator Program® is a 13-week program dedicated to preparing entrepreneurs for growth and expansion, utilizing a franchise model. The curriculum is designed to create franchise operations by teaching the key phases of development to local businesses.

LEAN Six Sigma This course is an engineering management methodology using Six Sigma and lean manufacturing/enterprise philosophies as a means of eliminating wasted time, effort, talent, and resources — including money, people, opportunities — while improving the quality processes to production and organization. Limited to five privately owned, owner-involved companies from SE Michigan. Participants gain a systematic problem-solving process, learn why 6S always works, why “Seeing Waste” is fundamental to improvement, and learn to solve problems using LEAN. Course Format: 90-minute pre-launch CONSULT, 360 minute ANALYSIS applied to one problem, 90-minute post-launch CONCLUSION, and all emails/phone calls during the course of the engagement. Typically sponsored by government and economic development agencies, community organizers, and individuals. Typically sponsored by government & economic development agency, community organizers, and individuals

Appendix 2 - Sampling of ISM Sessions

We provide technical assistance sessions for capacity building and professional development. Our sessions are hands-on, highly interactive, and provide relevant content and practical tools that can be applied to your work or business. Sessions range from one hour to a full day, and can extend over several months based on your requirements. During COVID, all sessions are held virtually. Participants must attend the entire session in order to graduate with a certificate.

The Art of Effective Networking introduces five key skills that make connecting simple and natural: Planning, Active Listening, Asking Strategic Questions, Focusing on the Other Person, and Adding Value. This immersive session emphasizes learning-by-doing. Participants will leave with tools, plans, activities, or work-products they can immediately use at home or in the workplace. Maximum of 15 participants. Typically designed for business owners and students.

Engaging Students in Global STEMpreneurship introduces an experience for students to unpack the components of 21st century learning, social justice, global citizenship and STEM initiatives. This immersive workshop emphasizes learning-by doing. Participants start a business as entrepreneurs and sell it globally, working in teams and engaging the local community in STEM based. Use at home or at work. Maximum of 15 participants. Typically designed for high school and college students.

Entrepreneurship and Education introduces a new way approaching opportunities and challenges. This immersive workshop emphasizes learning-by doing. Participants learn how to monetize educational projects and programs, how to understand and promote non-formal education in the marketplace, how to create a realistic business plan and launch educational start-ups, and how to become familiar with organizational development and business models that create financial stability. Maximum of 15 participants. Typically designed for trainers, owners & coordinators of educational businesses and projects.

From Startup to Scale up introduces proven tools for approaching problems and opportunities, and how to leverage the resources you have, rather than those you need. This immersive workshop emphasizes learning-by doing. Participants learn when a start-up becomes a scale-up, the scale-up viability of the business, scaling efforts in sync with the rest of the operation, the strength of your core product/service, which marketing channels give you the highest ROI, execution team, and accessing the cash to scale up. Maximum of 6 participants. Typically designed for business owners and students.

The Power of 777 Marketing introduces a proven and successful marketing tool as you design your marketing strategy, called 777 Marketing. Participants learn the importance of the contact and the three main steps to establish contact with customers: 1) create your customer list, 2) schedule your contact dates, and 3) choose your contact method. Typically designed for business owners and entrepreneurs.

Entrepreneurial Ecosystem Development introduces the cultivation of the entrepreneurship “ecosystem” to create a sphere for startups to grow, and for SMEs to scale. You will learn how to map the existing supporting ecosystems and what is needed in your own community to strengthen the ecosystem. Typically designed for economic development agencies, government officials, ecosystem players such as VCs, Incubators, angels groups, and chambers of commerce.

Resilient Entrepreneur is an overview of the Resilient Entrepreneur Canvas and provides insights on its use. We discuss the eight components of the canvas and focus on the four-steps to keep your organization moving forward during a crisis and beyond. Typically sponsored by government and economic development agencies, community organizers, and individuals.

How to Ask for Money introduces the skills you need to learn in asking to fund your business: clarity about your current status, communication, information sharing, and honesty. Participants learn about the various types of investors, what to ask, and how to explain your business model including what have you done, what needs to happen next, and the total amount of money to ask depending on the time frame of operations and how long this fund will sustain your business. Understand what the investor looks for and how to position yourself for the best funding opportunity. Typically sponsored by community organizers, and individuals.

Intrepreneur introduces the entrepreneurial mindset concept for leaders and employees. Participants gain insights and tools on how to think and act like an entrepreneur within a corporation or a business that you did not start, gain understanding of the entrepreneurial mindset, learn how to act in a corporate and structured environment, and create three action steps to implement an entrepreneurial mindset in your organization. Typically sponsored by business owners, corporates and structures organizations.

Digitizing your Startup and SME introduces an overview of digitization. Participants learn strategies and marketing campaigns, how to set up a professional domain name & email, influx DB dashboard, professional financial dashboard, customer dashboard and many others. Typically sponsored by business owners and new marketing and sales professionals.

Appendix 3 - Sampling of ISM Keynote

Faris Alami has been a keynote speaker at important national and international conferences such as Global Entrepreneurship Week (Oman 2019, Belarus 2018, Uzbekistan 2018, Palestine 2017, and Belarus 2016), and was invited to speak at other important economic development conferences around the world. Some of topics are: Ecosystem Development, Train the Trainer, Supporting Entrepreneurs, The Resilient Entrepreneur Program, Shifting to an Entrepreneurial Mindset, and Shifting from Start up to Scale up.

Appendix 4 - Business Organization & Location

Our Location - We are fortunate to be based in metropolitan Detroit, a location that offers a wealth of resources to entrepreneurs and to businesses.

Our World Headquarter is located at:

1441 E. Maple Road, Suite 200
Troy, MI 48083 USA

Additional Training Facility:

440 Burroughs Rd. Number 681
Detroit, MI 48202

Mailing Address:

3334 Rochester Rd.
Number 247
Troy, MI 48083

Entity Type: Corporation

State incorporated: Michigan

Appendix 5 - ISM Approach

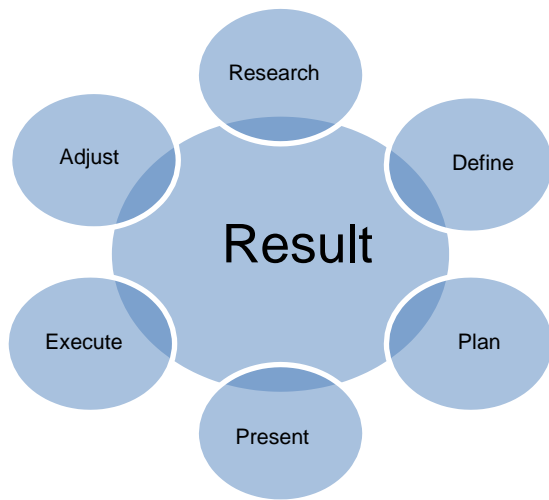
ISM's mission has always been to promote global entrepreneurship via extensive highly interactive hands-on training programs, overseas visits, trade missions, international partnerships, and by offering world-class educators and consultants. Our work is focused on minority and immigrant groups all over the world. As detailed in our proposal, our experience and our training programs are closely aligned to those outlined in the Michigan Small Business Development (Michigan SBDC) Program.

With 20+ years of high-level international activities, we can bring to the classroom experts in entrepreneurship, global marketing, international business, investments, and experienced entrepreneurs who have been successful in delivering Kauffman FastTrac[®] and Train the Trainers, delivering requested business services. We also can offer Growth Wheel and Scale up training.

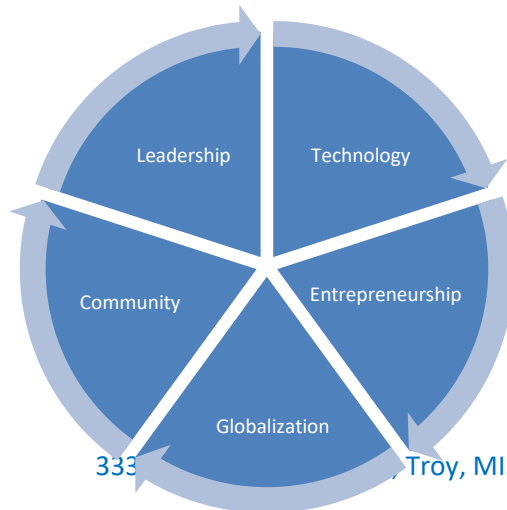
We have extensive experience in hosting trainings with entrepreneurs and CEOs of small and medium sized enterprises in minority and other groups. Additionally, we provide training to government agencies, universities, and large non-profit organizations to establish a comprehensive entrepreneurship ecosystem, including incubation, acceleration, co-working spaces and business hubs. Our comprehensive training program covers a range of topics that includes developing your entrepreneurial spirit, growing and expanding your business globally, and business mentoring. Over our 20+ years of experience, we have trained more than 120 delegation groups from over 61 countries in entrepreneurship, leadership, communications in organizations and building collaborations.

Appendix 6 - ISM Methodology

The ISM approach for this project, and every collaboration, begins with information sharing, developing our understanding and developing a plan. Focusing on continuous quality improvement, we will evaluate the results with you and, throughout the program, adjust as needed to achieve your measures for success.



We build on five interlocking concepts that are the core of how ISM operates to pull resources and lessons learned into the program: Leadership, Technology, Entrepreneurship, Globalization, and Community.



Appendix 7- Additional Activities

Training

Publicly acclaimed entrepreneurial programs such as the Kaufmann Foundation's FastTrac[®], and Operation Jumpstart can be held at your site for your staff, your clients, or the general public. ISMs staff hold all the appropriate certifications to facilitate these programs at your convenience.

Team Building & Coaching for Tech Transfer Groups

Companies in the technology transfer and commercialization arena face unique challenges in the start-up phase. Faris Alami is an I-CORPS trained mentor for Business Model Generation and the Lean Launch programs. He has worked with the University of Michigan for many years, guiding multiple student teams through the complicated feasibility and start-up steps for taking intellectual property to commercialization.

Private or Group Entrepreneur Mentoring & Coaching

Our entrepreneurial and professional credentials ensure we can provide personal, academic and research-grounded mentoring and coaching for our clients.

Global Trade Missions

We not only host visitor activities but also participate in trips abroad. Faris Alami has been on trade missions in Europe and the MENA region, including Belarus, Russia, U.A.E, Kuwait, Oman, Saudi Arabia, Jordan, Egypt, Morocco, Palestine/Israel, Qatar and Bahrain, Thailand, and Myanmar. Since 2012, he has been on a trade mission to these regions every month.

Speaker on Entrepreneurship, Trade, and Youth Leadership

Faris Alami was invited to participate in a Jordan-U.S. Business Forum that was instituted and attended by King Hussein. He has worked with the U.S. State Department, and as recently as 2019, with the World Bank, as a speaker at a conference. Faris also participated on a panel in Washington, D.C., hosted by Global Ties-U.S., with the White House Head of Entrepreneurship in 2017. He was also invited to speak at the first ever NAPEO (U.S.- North Africa Partnership for Economic Opportunity), a U.S. State Department supported program. He recently was a key speaker at the Global Entrepreneurship Week in Oman.

Startup Experience

Our team has experience in helping start more than 1,100 companies including retail, e-commerce, manufacturing, consulting, and medical ventures and has coached over 25,000 people starting and growing businesses globally. We've coached over 1,000 CEO's and senior management teams on leadership skills and strategies. ISM works closely with many Detroit and US-based entrepreneurial coaching programs, providing mentors with extensive experience and broad networks of potential collaborators and/or first customers.

Youth Education

We run the Global Trade Mission for High School students (GTM), in collaboration with businesses, educational services, and the community-at-large. In this program, high school students are taken on a virtual global trade mission in which they build a startup company, leveraging STEM (Science, Technology, Engineering and Math) to sell overseas. We have hosted U.S. State Department-selected Fellows from the University of Michigan International Entrepreneurship Activities. These Fellows have been identified by the U.S. Embassy as leaders in their field in their home country. During the fellowship, they are engaged in topics including entrepreneurship, economic development, education, and women engagement.

Volunteering

Despite being a small team, the individuals at ISM dedicate over 600 hours each year in volunteering. Recent volunteer activities include:

- Serving on several not-for-profit organization boards, from the general board to the executive committee.
- Mentoring MBA students at the University of Michigan Ross School of Business. Helping students and entrepreneurs understand the process of building a business, commercializing technology, and pitching to venture capitalists.
- National Science Foundation I-CORPS – mentoring university professors and PhD students with intellectual property ideas on how to discover customers for their inventions.
- Goldman Sachs 10,000 Small Businesses National Program at Babson College in Boston, working with CEOs of existing businesses on their pitches for growth opportunities.
- New Enterprise Forum - mentoring entrepreneurs on how to pitch their businesses to investors.
- EISEM Bi-Monthly Meetings - providing feedback to entrepreneurs pitching for investors and sales.

Appendix 8 - Recognition & Awards

- Leader of Leaders Award from Leadership Oakland
- Diversity Business Leader by Corp! Magazine
- Member of the Year Finalist - Automation Alley
- Chair-Workforce in Transition - Automation Alley
- Co-Chair-Employer of Choice - Automation Alley
- Public Relationships Champion - Global Trade Mission-Automation Alley
- Chairperson – Workplace Leadership Council - Troy Chamber of Commerce
- Ambassador of the Quarter - Troy Chamber of Commerce
- Executive Manager of the Month (Macy's Company, 14 consecutive months)
- Standards of Excellence - Pure Beauty
- Outstanding Achievement Award - Pacific International
- Outstanding Loyalty & Dedication Award - Pacific International

Appendix 9 – Capability Statement

<p>Contact Information: International Strategic Management, Inc. Mailing address: 3334 Rochester Rd. #247 Troy MI 48083 U.S.A Website: www.myisminc.com Contact Name: Faris Alami, CEO & Founder Contact E-mail: faris.alami@myisminc.com Office Number: +1.888.853.0122 Ext 2.</p>	<p>Training facility address: 440 Burroughs Rd. Suite 681 Detroit 48202</p> <p>Executive office and world headquarter: 1441 E. Maple Rd. Suite 200 Troy, MI 48083</p>
<p>Core Competencies Outline</p> <p>International Strategic Management Inc. is a leading U.S. advisory and capacity development provider within the economic development area. Our areas of expertise cover economic development growth, education, training, youth development, strategic partnership development, and workforce development. We bring proven expertise from a wide range of international experience to provide world class services to government sector, organizations, and entrepreneurs.</p>	
<p>Past Performance Sample</p>	<p>Differentiators (bullets) Sample</p>
<p>Federal</p> <ul style="list-style-type: none"> ● US Department of State/ Third Party Subcontractors (2011- present) <p>State</p> <ul style="list-style-type: none"> ● Michigan Economic Development Corporation (2006 – 2018) ● Commercial/ Local/ Not for profit ● Automation Alley ● TechTown Detroit ● ACCESS Community ● University of Michigan ● Rotary International <p>Team experience</p> <ul style="list-style-type: none"> ● World Bank, Goldman Sachs 10000 Small Business Program, Babson College, Wayne State University, Oakland Community College, US Aid Belarus, US Aid Egypt, US Aid Jordan, and much more. 	<p>ISM works in over 61 countries, has touched more than 14,600 entrepreneurs, and created a long-lasting impact to over 9,750 SMEs around the globe.</p> <p>ISM brings proven expertise from a wide range of international experience to provide world class services to government sector, organizations, and entrepreneurs.</p> <p>ISM founder Faris Alami has worked with international companies on technologies, leadership, entrepreneurship, and culture programs since 1991.</p> <p>ISM's signature world recognized programs are:</p> <ul style="list-style-type: none"> ● Global Trade Mission Hackathon/ Program ● Global Entrepreneurship & Leadership Accelerator Program
<p>Company Data</p>	<p>List Pertinent Codes</p>
<p>ISM Inc is a registered Corporation of the State of Michigan (Michigan 2013)</p>	<ul style="list-style-type: none"> ● HUBZone ● DUNS Number - 611965778 ● Primary NAICS Code - 611430 ● Secondary NAICS Code – 611710 and 541990

Appendix 10- ISM Team

This is the primary ISM staff, and additional staff can be visited on our website. For the past ten years ISM has been hiring interns during summer for various projects, and we also always hire fellows from around the globe for up to two months fellowship experience.



As ISM Founder, Faris works with international leaders and entrepreneurs on strategies and implementations to create an empowering environment for startups and sell businesses to prosper and grow. He has functioned as:

- Special Advisor and Entrepreneurial Ecosystem Expert with the World Bank
- Business Advisor with Goldman Sachs 10,000 Small Businesses Program
- Affiliate with Kauffman Foundation
- Mentor to MBA Students and Entrepreneurs Globally

In his work facilitating economic and workforce development programs that include entrepreneurship, small/medium enterprise development, mentorship, and funding, Faris works with high-ranking officials — presidents of countries, ministries, universities, incubators/accelerators, economic development groups. The ISM team has been particularly successful helping entrepreneurs in underserved communities find success.

His insights, strategy and facilitation in launching entrepreneurship activities have been sought out by more than 61 leaders of nations and organizations. ISMs programs include training entrepreneurs, trainers, and management teams in supporting entrepreneurs, and in technology, retail, workforce development, leadership, and culture-related programs.

In 2020, Faris founded Connecting Dots Globally (non-profit) — a STEMpreneurer program in which high school and university students learn to launch a global technology company.

Current Boards:

Automation Alley International Center, Advisory Board

Center For The Study Of Citizenship at Wayne State University, Executive Board of Director

GlobalTies Detroit, Executive Board of Directors Vice Chair

Leadership Oakland, Board of Directors

Sample Professional Honors and Awards:

Leader of Leaders Award

Corp! Diversity Business Leader Award

Professional Resource Business Award

KNF Appreciation Award

Global Entrepreneurship Week Host & Keynote Speaker

Prior Boards, Committees and Award:

The Oakland County Employment Diversity Council (OCEDC)

Automation Alley Workforce Committee

Profession in Transition

Troy Chamber of Commerce Workforce Leadership Council

Professional Resource Award by U.S. Dept. of State and IVC Detroit

888-853-0122

3334 Rochester Rd # 247, Troy, MI 48083

myISMinc.com

Jason Walker, Fast Track Facilitator & Business Coach



Jason Walker is an experienced and current Business Owner, Entrepreneur, Community Volunteer and Former Executive. His 20+ year background in Information Technology, Marketing, Training and Business Operations has allowed him to coach and mentor entrepreneurs from all levels from start-up to seasoned owners and executives. Jason has an easygoing demeanor, an ability to see the big picture and the ability to work with people from all levels. His accomplishments in implementing solutions in Technology, Business Development, Operations and winning two National Marketing Innovation Awards shows that he has a diverse foundation of skills. He is also a Certified Kauffman FastTrac[®] Facilitator, a Business Mentor for SCORE Detroit, a Goldman Sachs 10,000 Small Business Alumni, and a Graduate of Wayne State University with a Bachelor of Science in Business Administration. Jason is always ready to accept the challenge to help your organization succeed.

Bernard P. Kanjoma International Project Manager



Bernard P. Kanjoma holds a Masters in Management from Walsh College, Troy, Michigan, with specializations in Strategic Management, and International Business, and a Bachelor of Business Administration degree in Management with a minor in Marketing from Rochester College, Rochester Hills, Michigan. Mr. Kanjoma continues to use his expertise in management and international business by overseeing the International programs in ISM.

Pat Salo, Business Coach



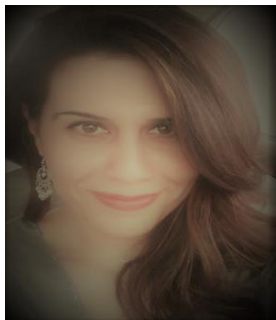
Pat Salo has 30+ years' experience working with small companies. In her early career, she served as a controller and finance officer. Later, she worked as a director for the Michigan Small Business and Technology Development Center (MI-SBTDC) consulting with small business owners. Pat was recognized by the Detroit Chapter of National Association of Women Business Owners (NAWBO) as Advocate of the Year for her role as a business consultant. She is a certified Kauffman Foundation FastTrac trainer.

Antonia Dillon, Business Coach



Antonia Dillon is Metro Detroit native and a three-time startup founder who began entrepreneur coaching to help prevent new business owners from making the same mistakes she did as she launched and grew her companies. Driven by seeing entrepreneurs – particular women and entrepreneurs of color – thrive as they grow their own businesses, Antonia is passionate about helping to bring small business owners from where they are to where they aspire to be, and she takes pride in providing knowledge, support, guidance, and general enthusiasm to her coaching clients. Her expertise lies with customer acquisition, business strategy development, brand storytelling, and marketing.

Rana Khatib, Program Manager



Rana is the Global Partnership Manager with International Strategic Management Inc, In addition to leading ISMs Global Partnerships Division, Rana oversees the talent and workforce development programs. She supports the CEO in programs monitoring, evaluation, proposal writing, and other business development initiatives. Rana worked within operations capacity with USAID funded projects in the Middle East, and also worked within international business capacity with leading development agencies in Washington D.C. She held a Human Resources Manager position in Dubai from 2007 to 2010, and she provides transformational coaching from 2013 to clients around the world. Rana holds a Master's Degree in International Development from the Graduate School of Public and International Affairs, University of Pittsburgh, focusing on strategic planning and environmental sustainability. She is an alumni of the U.S. Department of State Presidential Scholar Program, and she also holds a B.S. in Economics and Business Administration. Rana is a trained professional coach with the Co-Active Training Institute

Appendix 11- Assignment Order

ASSIGNMENT ORDER

Partner:

Partner Representative: _____

Project Name:

Date:

Project Overview:

Project Phases: Per Agreement the Project will launch on

Project Deliverables:

Project Costs and Payment Terms: ISM accepts the following forms of payment: ACH, credit card or certified check.

Payment Terms: 50% payment will be required in March 2021

50% payment remaining will be required in April 2021

Option 1

Option 2

Option 3

All services under this Work Order shall be subject to the attached International Strategic Management ISM Terms and Conditions of Services.

To begin work, sign and return via email to and issue deposit payment to the following address:

3334 Rochester Rd.

Number 247

Troy, MI 48083

Name and Title - please print

Faris Alami, CEO & Founder Authorized
Authorized Name and Title - please print

Authorized Signature - please sign

Faris Alami, CEO & Founder

TERMS AND CONDITIONS OF SERVICES

1. **Governing Terms and Scope.** These terms and conditions govern all planning, design, and development of training materials and related consulting and other services (“Services”) provided by International Strategic Management (“ISM”) for you (the “Partner”). These terms may only be modified by an amendment signed by an authorized representative of ISM. Any terms and conditions in Partner’s purchase orders or other purchasing documentation shall be of no force and effect. Signature on a Work Order by Partner indicates acceptance of these terms.
2. **Services.** Partner shall designate a representative for receipt of communications under this Agreement (the “Designated Representative”). For each project undertaken by ISM on behalf of Partner, the parties shall agree upon a Work Order setting forth the project deliverables, timing and required payments. Changes to an existing project shall be set forth on a revised Work Order.
3. **Deliverables.** Upon completion of the Services under a Work Order (or as otherwise provided in the Work Order), the project deliverables (“Deliverables”) shall be provided to Partner. Subject to payment of all amounts owing to ISM, all intellectual property rights in the Deliverables created specifically for Partner under an SOW shall be considered “works made for hire” and shall be owned by Partner. All intellectual property rights in Deliverables which include a license from third parties shall be subject to the terms of such license. All Deliverables which include Development Tools shall be non-exclusively licensed to Partner solely for use in connection with the Deliverables. “Development Tools” means existing or preparatory materials, development tools, confidential and proprietary methods, work approaches, techniques, and methodologies that have been previously used by ISM or developed during performance of the Services that are not unique to Deliverables.
4. **Other Services.** All Services not set forth in a Work Order shall be performed at, and in accordance with, ISM’s then current rates, terms and policies. Such rates, terms and policies are subject to change, unless ISM provides a quotation for specific work and such work is scheduled within the quotation validity period.
5. **Partner Materials.** Any materials provided to ISM by the Partner, will be returned to the Partner; similarly, any materials provided to the Partner by ISM will be returned to ISM.
6. **Pricing and Payment.** Unless otherwise provided in an SOW, terms of payment are net thirty (30) days from the date of invoice for all Services. ISM may assess late payment charges on amounts not paid within thirty (30) days of the invoice date at the maximum rate allowed by law or 1-1/2% per month, whichever is less. All prices are exclusive of taxes.
7. **Warranties.** ISM shall perform all Services in a professional and workmanlike manner. ISM shall endeavor to perform all Services within the time period quoted but shall not be liable for failure to meet such period. ISM shall not be responsible for Partner’s use of or inability to use the Deliverables or results of the Services. ISM makes no warranties regarding the quality or results of its services. Without limiting the generality of the foregoing, ISM expressly disclaims any warranties of durability, merchantability, fitness for a particular purpose, noninfringement or that services will meet all of partner’s needs, that a particular result will be achieved or that results will be error free.
8. **Damages and limitation of liability.** In no event shall ISM be liable for indirect, special, incidental, consequential or punitive damages whether or not such damages are foreseeable and whether or not ISM has been advised of the possibility of such damages, including but not limited to, loss of profits or revenue, loss of data, attorneys’ fees, whether under negligence, strict liability, enterprise liability or other theories. ISM’s total liability shall not exceed the amount paid to ISM during the three month period immediately preceding the occurrence of the damage or loss.
9. **Entire agreement.** These terms and conditions constitute the entire agreement of the parties with respect to the services and can be modified only by a written instrument signed by an officer of ISM.
10. **Licensing agreement.** Any licensing agreements will be issued as separate agreements.
11. **Governing law.** The transaction reflected by this order shall be governed by and interpreted and construed in accordance with the laws of the state of Michigan. The parties consent to exclusive jurisdiction in any state or federal court located in Oakland county, Michigan