

Cloud Avamar Service Description

1. SERVICES INCLUDED IN BASE MONTHLY FEE

CDI Managed Services provides the following services via its EMC-Avamar-Based Backup System and its Network Operations Center (NOC) function:

- Serve as a replication target from the client's on-premise Avamar system
- Capacity will be allocated and Client will be billed for allocated capacity
- Capacity will be monitored and Client will be notified of a need to increase capacity when a capacity threshold of 70% of allocated capacity is reached.
- Upon client's approval of additional monthly fees, CDI will increase capacity to the newly authorized amount within 30 days of Client's approval
- Data retention scheme - CDI will set the retention policy for the cloud Disaster Recovery copy of data to a mutually agreeable configuration.

2. SERVICES NOT INCLUDED IN BASE MONTHLY FEE

The following list of services are not included in the Base Monthly Fee but can be provided by CDI Managed Services at then current hourly rates:

- Monitoring and management of the Client's backups.
- Maintenance of any client-owned backup equipment or systems.

3. DATA AND SECURITY

- All data transmitted through the Service shall remain the property of the Client. All data pertaining to Client processed by or stored in CDI Managed Services' systems shall be kept confidential and shall be and remain the property of Client and CDI Managed Services shall provide Client with reasonable access to any of such data. Promptly after the termination or expiration of this service and the payment to CDI Managed Services of all sums due and owing, CDI Managed Services will, upon request, return to Client all of Client's information, data, and files as might be deemed necessary in CDI Managed Services' then-standard format and media at the current hourly rates. During the Term hereof, CDI Managed Services shall exercise reasonable care for the protection of such data. At any time after 30 days from the date of termination, CDI Managed Services may terminate or destroy any data not returned to Client.

4. CLIENT RESPONSIBILITIES

Client will cooperate with CDI Managed Services in good faith and provide information and assistance as may be requested from time to time.