

# Terms of Service

## Principles underlying the Terms of Service

Software development maintenance mainly consists of two phases: Discovery and Execution (amending the software).

The discovery phase can for any individual case range from negligible effort up to close to 100% of the effort. Without a reasonable amount of discovery, the effort needed for execution cannot be determined. The discovery process leans heavily on the programmer's expertise and experience. It can be a costly exercise and it is rarely possible to accurately estimate the effort that will be required.

The execution can range from trivial to complex and might lead to new discoveries impacting the complexity of execution in a positive or negative way. It leans mainly on the programmer's skills and experience. Given the output of a comprehensive discovery process, the execution can be estimated reasonably accurately, but deviation margins can grow exponentially with the size of the estimated work.

A core value of Vidisolve is mutual trust. Vidisolve's business model is built on trust and without it Vidisolve cannot function adequately.

## General Terms

1. Vidisolve works on a time and material basis.
2. Time spent during any given month, including time spent on work in progress, is invoiced at the beginning of the following month.
3. Invoices are normally payable within 14 (fourteen) days after invoicing.

## Special Terms: Quotes and Estimates

Due to the diverse nature and complexity of projects where Vidisolve gets involved, Vidisolve chooses to refrain as far as possible from supplying quotations. Estimates are supplied on a best effort basis.

1. Discovery work based on estimated time:
  - a. Work will end when the time is up, regardless of the conclusiveness of the discovery.
  - b. A report on the discovery will be delivered. Recommendations may include estimates for further discovery work and/or estimates for effecting changes to the software.

- c. As discovery is a highly skilled task drawing strongly on the expertise of the programmer, all discovery work is payable in full, even if it is inconclusive.
- 2. Software changes based on estimated time:
  - a. Estimates capped at a maximum (essentially quotes) will be billed at the given maximum, regardless of time spent.
  - b. Vidisolve endeavor to estimate as accurately as possible, but estimates may be inaccurate:
    - i. Actual time spent on estimated work will be billed.
    - ii. The client will be informed as soon as possible of any overrun of more than 20% that might occur.
    - iii. Should the client opt not to go ahead when notified of a possible overrun:
      - 1. The work will be partially delivered, if possible, otherwise it will be abandoned.
      - 2. Time spent will remain payable.
- 3. Time spent during any given month, including time spent on work in progress, is invoiced at the beginning of the following month.
- 4. Invoices are normally payable within 14 (fourteen) days after invoicing, regardless of the status of the delivery.