

RENEWAL OF SERVICE AGREEMENT

This Renewal of Service Agreement (the “Renewal”) is effective as of the date of the last signature between Crowley Independent School District a TX public school district (hereinafter “School District”), and Care Solace, Inc., a Delaware corporation (hereinafter “Care Solace”). School District and Care Solace may be referred to individually as “Party,” or collectively as “Parties.”

RECITALS

WHEREAS, School District and Care Solace have entered into a Service Agreement dated October 1, 2022, with a term from October 1, 2022, through June 30, 2023 (the “Service Agreement”); and

WHEREAS, the Parties agree that they wish to renew the Service Agreement pursuant to Paragraph 10 of the Service Agreement for a term of one year, beginning on July 1, 2023 and continuing through June 30, 2024 (the “Renewal Term”); and

WHEREAS, the Parties agree that it is their mutual intention by execution of this Renewal that the Service Agreement and any addenda thereto shall be renewed in full for the Renewal Term, subject to the revisions expressly set forth herein, and that the Service Agreement and any addenda, as modified by this Renewal, shall be binding upon the Parties.

NOW, THEREFORE, in consideration of the matters described above and of the mutual benefits and obligations set forth in the Service Agreement and any addenda thereto, the receipt and sufficiency of which are hereby acknowledged, the Parties agree as follows:

A. Modification of Service Agreement Terms

The Parties hereby agree that the below referenced Service Agreement sections shall be replaced with the corresponding language listed herein:

1. Section 11. In exchange for the Services contemplated under this Agreement, School District will compensate Care Solace as follows:

11.1 The Renewal Term of this Agreement will begin on July 1, 2023, and continue through June 30, 2024. This Agreement will terminate automatically unless the Parties agree, in writing, to additional and optional one-year terms (hereinafter, “Additional Renewal Term”) before July 1st of each year following the Initial Term (hereinafter the “Renewal Date”).

11.2 For the Renewal Term, School District will pay \$68,000 to Care Solace (based on enrollment of 17,000) upon execution of this Agreement.

B. Additional Service Agreement Terms

The Parties hereby agree that the below referenced additional terms shall be incorporated into the Service Agreement and shall be binding upon the Parties:

12.1 Payment Terms. School District agrees to pay the amounts set forth in Paragraph 11, supra, within thirty

(30) calendar days of receipt of an invoice. If Care Solace does not receive payment in full on an invoice within thirty (30) days, a finance charge on the unpaid amount of any invoice will be charged at a rate of 3.75% annually, beginning thirty (30) days after School District receives the invoice. Payments by the School District will thereafter be applied first to accrued interest and then to the principal unpaid balance. School District agrees to pay all costs, including reasonable attorneys' fees, incurred by Care Solace in the collection of any delinquent accounts. For the purposes of this Paragraph 12.1, an invoice shall be deemed to be received upon delivery, if delivered personally or by email, or three (3) days after mailing by U.S. mail.

C. Incorporation of Service Agreement Terms and Conditions

1. Other than the Modifications set forth in Sections A and B above, the Service Agreement and any addenda thereto are incorporated here by this reference as though fully set forth herein and the Parties agree that all of the Terms and Conditions of the Service Agreement are in effect during the Renewal Term.

SIGNATURES ON NEXT PAGE – REMAINDER OF PAGE INTENTIONALLY BLANK

Peter

IN WITNESS WHEREOF the Parties hereto have executed this Agreement as of the date first set forth above.

Care Solace, Inc. ("Care Solace")

Printed Full Name: Peter Biberstein

Title: General Counsel & VP of Business Affairs; Admitted in CO, DC, MD & VA

Signature: _____



Crowley I

Signature

riect")

Printed Full Name: Enter value

Title: _____



Signature: _____

Signature

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