

Aclaró Reseller Agreement Summary

1. Parties Involved

- **Company:** Aclaró Inc., based in Miami, FL.
- **Reseller:** The company or entity entering this agreement to resell Aclaró's software.

2. Key Definitions

- **Authorized User:** Employees or agents of the Reseller using the software.
- **Customer:** The end-user purchasing the software.
- **Services:** Includes the software and any related services provided by Aclaró.
- **Rooftop:** A dealership brand at a specific location.

3. Reseller Rights and Responsibilities

- **Resale Rights:** Reseller can market and sell the software to Customers, but cannot sublicense or modify it.
- **Marketing and Promotion:** Reseller must actively promote the software in their territory and follow Aclaró's guidelines for branding.
- **Performance:** Reseller's sales performance will be reviewed regularly, with sales quotas set every six months.
- **Support and Service:** Aclaró takes care of all technical support, software implementation, and service for the Customers, so Resellers can focus purely on sales without worrying about post-sale processes.

4. Payment Terms

- **Purchase Orders:** Resellers must issue purchase orders for each sale.
- **Fees:** Reseller pays a fee to Aclaró for each software license, with a 50% payment upfront and the remaining 50% upon acceptance of results.
- **Pricing:** Reseller may set their own pricing above the minimum set by Aclaró.

5. Intellectual Property

- **Ownership:** Aclaró retains ownership of the software and related intellectual property.

- **Feedback:** Any feedback provided by Reseller may be used by Aclaró.

6. Confidentiality

- Both parties must keep each other's confidential information secure and not disclose it to third parties.

7. Term and Termination

- **Term:** The agreement is valid for one year, with automatic renewals unless terminated.
- **Termination:** Either party can terminate with 90 days' notice. If the agreement ends, we ensure a smooth transition for the Reseller. If we continue to support your existing customers after termination, you may still earn revenue from those relationships for up to 18 months. Aclaró values our partnership, and we aim to part on good terms should the need arise.

8. Ethical Practices

- Reseller must adhere to high ethical standards and comply with all relevant laws.

9. Dispute Resolution

- Disputes will first be addressed through mediation before any legal action is taken.