MANAGED IT - EMPLOYEE RE-BADGING TERMS AND CONDITIONS

1. **Compensation.** Offers of employment will be made at each re-badged employee's existing base salary at the time of transition.
2. **Benefits Treatment:** Re-badged employees will be onboarded as new Focus employees and will be subject to Focus's standard benefits eligibility periods and enrollment terms.
3. **Initial Retention Period:** Focus commits to retaining re-badged employees for a minimum of thirty (30) days following their transition date (absent criminal or intentional misconduct (including, but not limited to, violation of any condition of employment generally applicable to Focus employees)).
4. **Post-Retention Flexibility:** Following the initial retention period, Focus reserves full discretion to make personnel decisions—including role changes, reassignment, or separation—as needed to optimize service delivery across its broader client portfolio.
5. **Shared Services Model:** Focus operates under a shared services delivery model, with staffing aligned across established centers of excellence and specialty practice areas rather than dedicated on a strict client-by-client basis. As a result, the specific roles, skillsets, and capacity of inherited staff may not directly align with Focus's ongoing resourcing needs.
6. **Skills Evaluation & Good-Faith Placement:** Focus will conduct a good-faith evaluation of each re-badged employee's skills and capabilities and will make reasonable efforts to identify suitable placement opportunities within the organization. Focus cannot guarantee continued employment, specific role placement, or role continuity beyond the initial retention period.
7. **At-Will Status:** As with any Focus employee, re-badged employees retain the right to voluntarily resign at their own discretion at any time.
8. **Client Compliance Responsibility:** Client remains solely responsible for compliance with any notice, disclosure, or other obligations arising under applicable federal, state, or local law in connection with the transition of its personnel to Focus, including but not limited to the Worker Adjustment and Retraining Notification (WARN) Act and any comparable state statutes.