

OnPay Partner Program Terms

These Partner Program Terms (the “*Terms*”) contain the terms and conditions of the Partner Program (the “*Program*”) offered by *OnPay, Inc.* (“*OnPay*”). The Program is designed to reward accountants, accounting firms, and bookkeepers that are partners of OnPay (each, a “*Partner*”) for each of their Partner Clients that becomes an OnPay customer.

A Partner is any accountant, accounting firm, or bookkeeper that sets up an OnPay Partner Dashboard for their practice.

A “*Partner Client*” is a client of Partner that (i) uses OnPay to run payroll, (ii) is added to the Partner Dashboard of the Partner organization, (iii) becomes a paying client and completes any free trial periods.

For each Partner Client, a Partner will earn their choice between two Incentives: (1) a Volume Discount Incentive or (2) a Revenue Share Incentive. The tiered rates for these Incentives are described at <https://onpay.com/accountants> (the “*Website*”).

The Volume Discount Incentive is calculated by applying the appropriate rate from the Website to OnPay’s current price, which is also specified on the Website. If a Partner chooses the Volume Discount Incentive, OnPay’s monthly fee will be reduced by the amount of the discount.

The Revenue Share Incentive is calculated by applying the appropriate rate from the Website to OnPay’s current price. Any resulting Revenue Share for a given calendar quarter shall become payable to Partner by check or ACH payment within 45 days of the end of each quarter.

Additionally, Partners will have the choice between paying Partner Clients’ fees directly, having Partner Clients billed at the reduced fee specified by the Volume Discount Incentive, or having Partner Clients billed the full fee, from which the Revenue Share Incentive will be drawn.

Partners’ Incentives increase as they add more Partner Clients, as specified on the Website. The number of Partner Clients attributed to a Partner is determined by how many clients meet all the criteria of a Partner Client in the course of each calendar month.

The Program also gives all Partners free use of OnPay’s payroll and HR services for the purpose of managing the employees and contractors who work for their firm.

OnPay may terminate or modify these Terms or other Program details for any reason and at any time, at OnPay’s sole discretion, without notice. OnPay reserves the right to accept, decline or expel any person, accounting firm, accountant, bookkeeper, Partner, or Partner Client from the Program at any time and reserves the right to terminate its relationship with any existing Partner Client.