

Contract & Scope.

The paid build: taking Reps With Friends from working prototype to a pilot-ready system — one state authority, always-on bots in the group chats, camera-verified reps, and three real crews playing weekly by the end.

Parties	Alexei Brown, trading as qalarc (the builder) — engaged by Ben [surname] , founder of Reps With Friends (the client)
Fee	AU\$2,500 total, plus GST if applicable — deposit on signing, balance on milestones
Term	Week 1 → week 6+ — three milestones: M1 (week 1) · M2 (weeks 2–3) · Pilot (week 4 onward)
Basis	Fixed fee, fixed scope. The system substantially exists today (Appendix A); this engagement completes it.

AU\$1,000

On signing

Deposit — non-refundable, secures the build schedule

AU\$750

Milestone 2 accepted

Always-on bots, verification hardened

AU\$750

Pilot accepted

Three crews live, data captured

The equity conversation stays open — and separate.

This document papers the paid build only. Nothing in it affects the co-founder discussion, in either direction, for either party.

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Who’s agreeing, and to what

Plain words on purpose: this is a build agreement between two people who are also talking about founding a company together. It covers the build.

PARTY	DETAILS
The builder	Alexei Brown, trading as qalarc (qalarc.com — recent work: tradez.au, endispute.com.au). ABN appears on the invoice.
The client	Ben [surname], founder of Reps With Friends ("RWF"), owner of the RWF product design and Master Product Blueprint.

Purpose

Ben engages Alexei to deliver the **pilot-ready RWF system**: the working prototype that already exists (Appendix A) plus the milestones in §3 — one shared state authority, real player identity, always-on bots in the group chats, camera verification hardened for real users, and the first three crews playing weekly with data captured and the five open product decisions implemented.

One line on equity

The equity conversation remains open and separate — it is not priced into, or out of, this document.

2 Fee & payment

The total fee is **AU\$2,500**, plus GST if applicable, paid in three parts tied to the schedule and to demonstrated milestones:

#	WHEN	AMOUNT	WHAT IT BUYS
1	On signing	AU\$1,000	Deposit — non-refundable ; secures the build schedule (the calendar weeks are held for RWF) and carries Milestone 1
2	On acceptance of Milestone 2	AU\$750	Always-on bots in two chat platforms; camera verification hardened for real users
3	On acceptance of the Pilot milestone	AU\$750	Three crews live, data captured, the five product decisions implemented
Total		AU\$2,500	Plus GST if applicable

Payment terms

- **Invoices via qalarc**, payment due **14 days** from the invoice date.
- **Acceptance is written** — an email or message saying "accepted" is fine. If a milestone demonstration gets no response within **7 days**, the milestone counts as accepted.
- **The deposit is non-refundable** once this agreement is signed: it holds the schedule. Work declined beyond the deposit is handled pro-rata under §7 — nobody pays for nothing.
- Hosting costs during the pilot (~AU\$5–10/month) are the client's, per §6 — not part of this fee.

Milestone 1 — one system, on a phone

WEEK 1 · DEPOSIT PERIOD

Goal: the app, the bots and the API stop being three systems and become one — and the whole thing runs on a real phone, natively.

1

App ↔ API state unification

BLOCKER T5 · DOCS/22 P2

One state authority (apps/api): a crew created anywhere is playable everywhere. The bot → API mirror is **already landed and live-tested**; this milestone wires the app and the running bots to it, killing the localStorage/file split for good.

2

Auth-lite — magic-link sign-in

BLOCKER T4

Passwordless email sign-in via Resend (live infrastructure): one real identity per player, multiple devices, no more free-typed names. No passwords to store, no accounts to babysit.

3

The Figma app on Android, natively

NATIVE SHELL · TWA

Ben's 65-screen design — already running as a working app — packaged in the native Android shell and installed on real phones from a link. An app on the home screen, not a browser tab.

ACCEPTANCE — TICKED OR IT ISN'T

- ☐ A crew created on a phone (Android, native shell) plays a full match end-to-end
- ☐ That same match is visible from the WhatsApp group bot — standings, result card, the lot
The Qalarc Hub carries WhatsApp during the build; see §4 for the Cloud API boundary
- ☐ A player signs in by magic link on a second device; their identity and crews carry over
- ☐ A crew code binds a chat to a crew with no manual steps from Alexei

M1 is covered by the deposit — no further payment on acceptance. Accepting M1 locks in the M2 schedule and releases the first AU\$750 invoice when M2 lands.

Every acceptance box in this document is written to be demonstrable in one sitting: either the thing happens in front of you, or it doesn't. No vibes-based milestones.

Milestone 2 — always-on, real users

WEEKS 2-3

Goal: the system runs itself — no orchestrator machine, no founder keeping the lights on.

- 1

Always-on bots on the GMKtec box

BLOCKERS T3 + T4

Bots move to the GMKtec minirig as auto-restarting system services — they survive reboots and run without any dev machine on. **Slack goes live with real tokens** (needs the five-minute Slack-app creation, done together on one call); **WhatsApp runs via the Qalarc Hub**.
- 2

Beeper transport, live

BUILT & TESTED · DOCS/22

One bot account reaching multiple bridged networks — the founder/friends/community lane. The transport is already built and tested; this milestone switches it on against live state.
- 3

Camera verification hardened for 3 real users

ELEMENT FAMILY E

On-device rep counting (MoveNet — nothing uploaded) tuned for real rooms: lighting and angle tolerance, honest failure states, verified flags that mean something. Exercised by three real people on their own phones.

ACCEPTANCE — 72 HOURS OF PROOF

- ☐ 72 hours of uninterrupted bot uptime — no orchestrator machine involved, demonstrated on the GMKtec box
- ☐ 2 real groups playing full matches without Alexei intervening mid-match
- ☐ 3 real users complete camera-verified sets on their own phones
- ☐ The weekly digest posts to both groups automatically, on schedule

Payment: AU\$750 invoiced on acceptance, 14-day terms.

The 72-hour run is the heart of this milestone: it proves the pilot can happen without a babysitter, which is the difference between a demo and a product.

Pilot milestone — three crews, playing weekly

WEEK 4 ONWARD

Goal: evidence. Three real crews, real matches, real data — and the five open product decisions made and shipped.

1 • First 3 real crews onboarded

Recruits are Ben's lane — network, publicity, the Silverchair lever. Onboarding, kit and hand-holding are Alexei's.

2 • Data captured

Matches, participation, verification rates, retention — the pilot evidence base, exportable.

3 • Weekly digest shipping

Matches, margins, MVPs, pot, rivalry callout — posted to each crew on schedule, automatically.

4 • Five decisions implemented

Per Ben's calls, within pilot scope — see the gates below. Both directions are already prototyped.

The five product decisions — gates, not blockers

BEN CALLS EACH ONE

DECISION	BEN'S FIGMA SAYS	OUR BUILD SAYS	THE GATE
Fairness	Personalised targets; winner = completion % of own target	Shared 300 + tier multipliers (×1.5 → ×0.85)	Ben calls the direction; build implements it
Platform	Native app, store push, IAP	PWA + chat bots day one — shipped	Ben calls; native stays out of pilot scope (\$4)
Rhythm	Multi-day battles, daily winners, nightly danger zone	One match to 300 with the close-moment finale	Ben calls; seasons contain whichever wins
Power-ups	Four at launch + rarity + store + Pro slots	None in MVP; comeback badge only	Ben calls scope; store economics stay out (\$4)
Brand	Gold + purple · Anton/Inter · reps.fit	Lime + coral · Space Grotesk · rwf.qalarc.com	Founder taste — Ben leads, Alexei executes

ACCEPTANCE — THE PILOT NUMBERS

- ☐ 3 groups playing
- ☐ ≥2 matches per group per week, sustained for two consecutive weeks
- ☐ Week-2 retention ≥60% of onboarded players still active

Payment: AU\$750 invoiced on acceptance, 14-day terms. Hosting handover per \$6.

In scope — and out

Clear edges keep a fixed fee honest. If it isn't listed here, the change rules at the bottom apply.

In — the fee covers

- **All of §3** — the three milestones and their acceptance criteria, including the five product-decision implementations *within pilot scope*
- **Defect fixes** for 30 days after pilot acceptance (\$6)
- **Ops access** — the hub console, state API, digest output, and the Android install link
- **Deployment** — push-to-live hosting kept working and current through the pilot
- **Onboarding support** for the three crews — setup, first match, first week

Out — explicitly, and why

App store releases Play / App Store submission & review	PWA + direct Android install cover the pilot with no review cycles
WhatsApp Cloud API migration official Meta API at scale	Pilot runs on the Hub; Cloud API is the post-pilot production step (docs/22 P4)
Payments & charity money any money handling	Pledge-only until the legal opinion lands (raffle/betting classification risk — blocker L1)
Native iOS	Android native shell + PWA everywhere else; iOS follows the platform decision

Change requests — swaps welcome, nothing silent

CHANGE TYPE	HOW IT'S HANDLED
Scope swap — an OUT item in, an equal item out	Welcomed, no charge, as long as the effort roughly balances and the pilot dates hold
Addition — small (a screen, a command, a tweak)	Priced per item as a written variation — agreed before it's built, never discovered on an invoice
Addition — large (store economics, corporate suite, new integrations)	Deferred to the equity conversation — these are post-company build phases, not this engagement

Rule of thumb: if a change moves a pilot date or adds a platform, it's written down first. Everything else is just good iteration.

Who owns what, and when

Three asset pools, kept clean: new code, Ben's design, and the infrastructure that already exists. All of it ends up in the venture — this just sets the path.

ASSET	OWNER TODAY	WHAT HAPPENS NEXT
New code written under this agreement	Alexei / qalarc	Alexei's until paid in full ; on final payment, assigned to the joint venture / company to be formed . If no company forms within 6 months of pilot acceptance, Ben instead holds a full, perpetual commercial licence
The existing system (Appendix A — engine, bots, app, hosting)	Alexei / qalarc	Licensed to RWF from day one of this agreement — build on it, run it, demo it freely
Ben's Figma design + Master Product Blueprint	Ben	Remains Ben's; licensed to the venture — and to Alexei, to build and maintain the system
qalarc infrastructure — Qalarc Hub (messaging sessions), deploy pipeline, AI proxy	qalarc	Licensed for RWF use, not transferred — it serves other properties. The <code>rwf.qalarc.com</code> domain moves to the venture when the venture asks

Open-source & attribution obligations — carried forward, no surprises

- **BVH motion data is CC-BY** — attribution is retained in-repo on every use.
- **The Geno base mesh is non-commercial-licensed** — flagged now; a replacement rig is planned before any commercial use of avatar exports, so the obligation never follows the product out the door.
- Everything else in the stack is permissively licensed; a full attribution sheet ships with the code.

6 Warranty & support

- **30 days from pilot acceptance: defect fixes included.** A defect is a delivered feature not working as this document describes it — not a new idea.
- **Hosting during the pilot (~AU\$5-10/month:** Pages + the always-on box) **is borne by Ben.**
- **Support is best-effort:** faults get attended promptly; there's no uptime guarantee at pilot scale — that's what M2's 72-hour run de-risks.
- **New features aren't defects** — they go through §4's change rules.

7 Term & termination

- **Either party may end this agreement with 14 days' written notice** — email is fine.
- **On termination:** accepted milestones are payable; in-progress work is payable pro-rata; the deposit is not refundable in any case.
- **Handover is clean:** everything paid for is handed over under §5's licence and assignment terms — nobody leaves stranded, and nothing built together gets locked away.

Signatures

Commences on the later of both signatures and receipt of the deposit. Electronic signatures are fine — a replied email confirming both parties' agreement counts.

Alexei Brown

Trading as qalarc — "the builder"

SIGNATURE

DATE

Ben [surname]

Founder, Reps With Friends — "the client"

SIGNATURE

DATE

APPENDIX A • CURRENT-STATE INVENTORY

What already exists — Ben’s to use from day one

Everything below is built, tested and live at [rwf.qalarc.com](#) today, licensed under \$5. The fee in §2 buys the last mile — completion to pilot-ready — on top of this base.

SYSTEM	WHAT’S THERE
Game engine @rwf/game-core	300-format matches · tier handicap v1 (couch ×1.5 → athlete ×0.85) · closure bonus · comeback ×1.2 · 4-week seasons with divisions & belt · charity-pot ledger · %HRR blend math engine-ready — 100% branch coverage
Chat bots bot-core + WhatsApp/Slack	One command grammar across WhatsApp (Qalarc Hub) + Slack (Bolt): new · join · log · standings · taunt · result · rematch · digest · season · watch — result cards, Monday digest, nemesis detection; Beeper transport built & tested
The app phone-first PWA	Onboard → crew → match → seasons · on-device camera rep counting (MoveNet — nothing uploaded) · BLE heart-rate straps with %HRR · installable, offline-capable
Your design, running the Figma app	65 of Ben's screens as a working app — 11/11 engine-parity tests , honest DEMO chips on unwired screens, offline PWA
Platform	apps/api state authority · hub ops console · site with AI guide · 90-second demo replay · wiki
Ops	Push-to-deploy (GitHub → Cloudflare Pages, ~20s) · 250+ automated checks green , CI-gated · AI layer with server-side keys

The honest maths

Priced as studio work, the delivered base above is **AU\$93-158k** of equivalent effort (docs/19 §2). This engagement completes it to pilot-ready for **AU\$2,500** — because the pilot is the point, not the fee.