



TECH CONTRACTS MASTER CLASS™ AGENDA

Presenter: Tech Contracts Academy® LLC – David W. Tollen
Title: **Tech Contracts Master Classes:**
(1) Prime Clauses; (2) General Clauses; (3) Key Liability Terms;
(4) End-Game and Special Clauses
Date(s)/Time(s): Vary
Location/Type: Webcast, broadcast from California, with **live Q&A**

Tech Contracts Academy® LLC’s Tech Contracts Master Classes™ consist of four courses, which may be taken individually or as a series, covering clauses typically found in information technology contracts: (1) Prime Clauses; (2) General Clauses; (3) Key Liability Terms; and (4) End-Game and Special Clauses. Here is the detailed curriculum, with time estimates by topic:

<p>Prime Clauses, Tech Contracts Master Class™: License, Subscription, IP Transfer, Payment <i>[FKA TCCP-1]</i></p> <p>2 hours</p>	<p><i>Introduction</i></p> <ol style="list-style-type: none"> 1. General intro (appx. 7 mins.) 2. Contract drafter’s job (appx. 5 mins.) 3. IP in IT contracts (appx. 11 mins.) <p><i>Types of Deals and Prime Clauses</i></p> <ol style="list-style-type: none"> 4. Types of tech deals (appx. 3 mins.) 5. The prime clause (appx. 2 mins.) <p><i>Prime Clauses in Action</i></p> <ol style="list-style-type: none"> 6. On-premise software license (appx. 15 mins.) 7. Subscription for SaaS and other cloud services (appx. 10 mins.) 8. Promise of professional services (appx. 8 mins.) 9. Software ownership transfers (appx. 15 mins.) 10. Combination agreements (appx. 4 mins.) 11. Promise of Payment (including go-live and other timing issues, and revenue recognition) (appx. 20 mins.) <p><i>Q&A (appx. 20 mins.)</i></p>
<p>General Clauses, Tech Contracts Master Class™: Data Management, SLAs, Confidentiality, and other General Clauses <i>[FKA TCCP-2]</i></p> <p>2 hours</p>	<p><i>Introduction (appx. 4 mins.)</i></p> <p><i>General Clauses</i></p> <ol style="list-style-type: none"> 1. Technical specifications (appx. 3 mins.) 2. SLAs (appx. 9 mins.) 3. Business continuity and disaster recovery (appx. 6 mins.) 4. Services descriptions (appx. 10 mins.) 5. Delivery, acceptance, and rejection (appx. 8 mins.) 6. Nondisclosure (appx. 10 mins.)

	<p><i>Data Clauses</i></p> <ol style="list-style-type: none"> 7. Privacy and security law (appx. 9 mins.) 8. Defining, owning, and licensing data (appx. 5 mins.) 9. Use of data, including aggregate (appx. 5 mins.) 10. Compliance with privacy and security law (appx. 8 mins.) 11. Data location, access, deletion, and e-discovery (appx. 4 mins.) 12. Data security (appx. 5 mins.) 13. Audits and testing (appx. 4 mins.) 14. Data incidents (appx. 5 mins.) 15. Provider-friendly data terms (appx. 9 mins.) <p><i>Q&A</i> (appx. 12 mins.)</p>
<p>Key Liability Terms, Tech Contracts Master Class™: Including Indemnities, Warranties, and Limits of Liability <i>[FKA TCCP-3]</i></p> <p>1 hour 45 mins.</p>	<p><i>Introduction</i> (appx. 5 min.)</p> <ol style="list-style-type: none"> 1. Warranties (appx. 17 mins.) 2. Indemnities (appx. 40 mins.) 3. Provider liability for 3rd parties (appx. 11 mins.) 4. Limits of liability (appx. 15 mins.) 5. Liquidated Damages (appx. 9 mins.) <p><i>Q&A</i> (appx. 8 mins.)</p>
<p>End-Game and Special Clauses, Tech Contracts Master Class™: Disputes, Termination, Special Terms, and OSS <i>[FKA TCCP-4]</i></p> <p>2 hours</p>	<p><i>Introduction</i> (appx. 5 mins.)</p> <ol style="list-style-type: none"> 1. Term & Termination (appx. 13 mins.) 2. Transition and deconversion (appx. 5 mins.) 3. Non-solicit and noncompete (appx. 11 mins.) 4. Dispute management, mediation, arbitration, waiver of class actions, and jury trials (appx. 9 mins.) 5. Ancillary IP Terms (appx. 9 mins.) 6. Assignment, change of control, and divestiture (appx. 10 mins.) 7. Choice of law and courts (appx. 8 mins.) 8. Order of precedence (appx. 7 mins.) 9. Amendment (appx. 10 mins.) 10. Open source software (appx. 25 mins.) <p><i>Q&A</i> (appx. 8 mins.)</p>
<p>All classes include live Q&A based on written questions submitted by attendees.</p>	



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