



The tools to do IT contracts better, faster, and with more confidence  
[www.TechContracts.com](http://www.TechContracts.com); [Info@TechContracts.com](mailto:Info@TechContracts.com)

## 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  
 Location/Type: [On-Demand](#) (Recording Library)

The Tech Contracts Master Class™ series covers essential clauses in contracts involving technology. Taken together, these *four courses* – two hours each (+ Q&A) – will prepare you to negotiate contracts about software, cloud services, and artificial intelligence (AI) more efficiently and with more confidence. They help attorneys – and businesspeople engaging in drafting and negotiating technology contracts - avoid the *many* pitfalls surrounding technology agreements. Our [On-Demand](#) recordings are broken into clause or topic-based segments, so you can easily find your answers, on your schedule. They'll serve as your video reference guide, to use over and over – for one year.

David W. Tollen teaches the Master Classes. A sought-after speaker, he is well-known for simplifying complex topics. David is the author of the American Bar Association's bestseller (and recommended reading for the Master Classes), *The Tech Contracts Handbook*, and a contributing author to *Trade Secrets Practice in California*, published by the Continuing Education of the Bar - California (CEB). And he's an attorney, lecturer at UC Berkeley Law School, expert witness, and one of the nation's foremost authorities on technology contracts.

Here's the [On-Demand](#) Master Class curriculum<sup>1</sup>:

<p><b>#1 Prime Clauses, Tech Contracts Master Class™:</b>          License, Subscription, IP Transfer, Payment</p> <p><b>2 hours + Q&amp;A</b></p>	<ol style="list-style-type: none"> <li>1. Introduction, and the real job of the contract drafter (<i>&amp; access to slides</i>)</li> <li>2. IP in IT contracts</li> <li>3. Types of tech deals</li> <li>4. The prime clause</li> <li>5. On-premise software license</li> <li>6. Prime clause in the cloud</li> <li>7. Promise of professional services</li> <li>8. Software ownership transfers</li> <li>9. Prime clauses for combination contracts</li> <li>10. Promise of payment</li> <li>11. Bonus issues (<i>prerecorded Q&amp;A</i>)</li> <li>12. Course completion &amp; resources page (<i>&amp; access to certificates</i>)</li> </ol>
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<sup>1</sup> Curriculum subject to adjustments, in presenter's discretion. Interested instead in live public programs, or in-house trainings for just your team? More information is available here: <https://www.techcontracts.com/training/>.

<p><b>#2 General Clauses, Tech Contracts Master Class™:</b> Data Management, SLAs, Confidentiality, and other General Clauses</p> <p><b>2 hours + Q&amp;A</b></p>	<ol style="list-style-type: none"> <li>1. Technical specifications (<i>&amp; access to slides</i>)</li> <li>2. The SLA itself</li> <li>3. Disaster recovery and business continuity</li> <li>4. Services descriptions</li> <li>5. Delivery, acceptance, and rejection</li> <li>6. Nondisclosure</li> <li>7. Privacy and security law</li> <li>8. Compliance with applicable law</li> <li>9. Owning and controlling data</li> <li>10. Use of data</li> <li>11. Location, customer access, deletion, and e-discovery</li> <li>12. Data security</li> <li>13. Audits and testing</li> <li>14. Data incidents (breach response)</li> <li>15. Provider-friendly data terms (the vendor's alternative)</li> <li>16. Bonus issues (<i>prerecorded Q&amp;A</i>)</li> <li>17. Course completion &amp; resources page (<i>&amp; access to certificates</i>)</li> </ol>
<p><b>#3 Key Liability Terms, Tech Contracts Master Class™:</b> Including Indemnities, Warranties, and Limits of Liability</p> <p><b>2 hours + Q&amp;A</b></p>	<ol style="list-style-type: none"> <li>1. Warranties (<i>&amp; access to slides</i>)</li> <li>2. Indemnities in general</li> <li>3. IP indemnity</li> <li>4. Data breach indemnity</li> <li>5. Other indemnities</li> <li>6. Limits of liability</li> <li>7. Vendor liability for third parties</li> <li>8. Liquidated damages</li> <li>9. Bonus issues (<i>prerecorded Q&amp;A</i>)</li> <li>10. Course completion &amp; resources page (<i>&amp; access to certificates</i>)</li> </ol>
<p><b>#4 End-Game and Special Clauses, Tech Contracts Master Class™:</b> Disputes, Termination, Special Terms, and OSS</p> <p><b>2 hours + Q&amp;A</b></p>	<ol style="list-style-type: none"> <li>1. Term (<i>&amp; access to slides</i>)</li> <li>2. Termination</li> <li>3. Survival (after term or termination)</li> <li>4. Transition and deconversion</li> <li>5. Dispute management</li> <li>6. Non-solicit and noncompete clauses</li> <li>7. Ancillary IP terms</li> <li>8. Assignment, change of control, divestiture</li> <li>9. Choice of law and courts</li> <li>10. Order of precedence</li> <li>11. Amendment</li> <li>12. Open source software</li> <li>13. Bonus issues (<i>prerecorded Q&amp;A</i>)</li> <li>14. Course completion &amp; resources page (<i>&amp; access to certificates</i>)</li> </ol>