



### Stage 1: Foundations of Technology Contracts

Build a clear, practical foundation before you start red-lining. In Stage 1 you'll learn how technology deals are structured, how documents fit together, how contracts are actually formed in digital channels, and how to read clauses with speed and precision.

#### MODULE 1: INTRODUCTION TO TECHNOLOGY TRANSACTIONS

##### What you'll learn

The big picture of tech deals: common deal types, who's involved and what they care about, and the end-to-end lifecycle from RFP to renewal.

##### Key topics

- Deal types: SaaS/subscription, software licensing, systems integration, support/maintenance
- Stakeholders & priorities: business owner, procurement, legal, security/IT, vendor, subs
- Contract lifecycle: need → RFP/RFI → proposal → due diligence → term sheet → MSA/SoW/Order Form → delivery/acceptance → change control → renewal/exit
- The document stack: MSA, SoW, SLA/Support Policy, Order Form, DPA, Security Schedule
- Capturing “promises” in the right document (and proving it later)

##### Outcomes

Explain the lifecycle, map the document stack, and ensure sales promises land in SoW/Order Form.

#### MODULE 2: CORE TECHNOLOGY CONTRACT TYPES

##### What you'll learn

How the core agreements work and interlock, so you can place terms in the right document and avoid precedence conflicts.

##### Key topics

- MSA (relationship, IP baseline, liability architecture, dispute resolution, subcontracting)
- SoW / Order Form (scope, deliverables, acceptance, timeline, price, assumptions, change control)
- SLA / Support (uptime, maintenance windows, response/resolve, exclusions, measurement, credits)
- Licensing / EULA (scope/territory/users, restrictions, OSS considerations, audit rights)
- NDA (purpose limits, residuals, exceptions)
- Inter-relationships & precedence (who overrides whom; avoiding silent conflicts)

##### Outcomes

Place terms correctly, design a clean precedence ladder, and align SLAs/SoW scope with real delivery.





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#### MODULE 3: BASIC CONTRACT LAW REFRESHER (TECH FOCUS)

##### What you'll learn

A concise refresher on formation and enforceability, applied to online terms, order forms, and e-signatures.

##### Key topics

- Formation: offer/acceptance/consideration; quotes, POs, order forms, acceptance by performance
- Assent online: clickwrap vs. browsewrap; conspicuous notice & record-keeping
- Incorporation by reference: linking external policies, version control, change-of-terms risks
- e-Sign essentials: authority to sign, audit trail, jurisdictional basics (eIDAS/UETA high-level)
- Interpretation & conflict tools: entire agreement, order of precedence, ambiguity, variation

##### Outcomes

Validate when a contract forms (and on what terms), assess assent/e-sign flows, and mitigate risks from linked policies.

#### MODULE 4: READING & UNDERSTANDING CONTRACT LANGUAGE

##### What you'll learn

How to read tech contracts quickly and accurately, separating boilerplate from outcome-critical language.

##### Key topics

- Architecture: definitions, main body, schedules/exhibits/annexes
- Definitions traps: "Services," "Deliverables," "Affiliate," "Confidential Information"
- Signal words & drafting conventions: shall/will/may; "including"; efforts ladder
- Risk & remedy interplay: warranties, indemnities, caps/exclusions, service credits
- Schedule alignment: SLAs, security addenda, pricing sheets vs. the main agreement
- Building a simple clause map: obligation → measurement → remedy

##### Outcomes

Navigate structure fast, spot outcome-shaping boilerplate, and map duties to measurement and remedy.

