

Major Topics for Cloud Contracts	Description of Specific Elements
Governing Law/Jurisdiction/Forum Selection	Specified as North Carolina pursuant to NC G.S. 22B-3
SLAs	Definitions
	Parameters/Performance Requirements
	Monitoring and Auditing for SLA Compliance
	Technical Support
	Acceptable Use
Remediation and Penalties	SLA Violation or Non-Performance Penalties Notice
	Specification of Penalties and/or Damages
Outsourced Services	Requirement to inform customer of outsourced functions
	No assignment of contract without expressed written permission
	Approval of subcontractors
Functionality	Description of Functionality
	Notice of Substantive Changes
	Customer Right to Replace Product or Terminate Due to Substantive Changes
Disaster Recovery Business Continuity	Minimum Requirements
	Notification Process
	Inspection and Audit (covered under Technical Audit/Inspection)
	Penalties (covered under SLAs)
Mergers and Acquisitions	Notice of Pending M&A
	Assignment Rights
	Contract Binding Upon M&A
	Continuity of Service
Compliance with Laws, Regulations, and Other Standards	Specifications of Applicable Governing Laws
	Specifications of Applicable Regulatory Requirements
Warranties and Liabilities	Direct Liability
	Indirect Liability
	Limitations of Liability
	Warranties
	Indemnification
Terms and Conditions Modification	Notice of Modification
Contract Renewal & Termination	Renewal Options
	Obligation to Transfer
	Contract Release Without Show Cause
	Suspension of Services
	Non-Appropriation Clause
	Advance Notice of Contract/Service Termination by Vendor
	Escrow Language