Professional Services Agreement

SOW

The key business terms of this SOW are as follows:

SOW and Agreement

This SOW _____ (“**SOW**”) incorporates the Agreement with a Key Terms Effective Date of _____ between _____ and _____. If there is any inconsistency between this SOW and the Agreement, this SOW will control.

(no. XX) (enter Effective Date of Key Terms) (enter official name of Provider on Key Terms) (enter official name of Customer on Key Terms)

Services

Enter a description of the Services to be performed under this SOW. Include details such as key individuals, overall project timeline, milestones, etc.

Deliverables

[Drafting note: Optional variable. If the Services include creating Deliverables, define the Deliverables here. If the SOW does not include Deliverables, delete this entire row.]

The **Deliverables** are: _____ (define the Deliverables that will be owned by Customer under this SOW.)

[Drafting note: Use the options below to add details about Deliverables. These are all optional and can be removed if not applicable. The first option allows Deliverables to include work product. The second option allows you to attach specifications to the SOW. The third option sets up rejection and resubmission timeframes.]

☐ In addition to completed projects, **Deliverables** include in-progress but not complete drafts or components of **Deliverables** and their associated intellectual property.

☐ **Deliverables** will meet the attached specifications.

☐ **Deliverables** are subject to the acceptance process in Section 1.4 with the following details:

Rejection Period: _____ (#) _____ (days, weeks, months) from **Deliverable** submission

Resubmission Period: _____ (#) _____ (days, weeks, months) from notice of rejection

Time of Assignment

[Drafting note: If the Services include Deliverables, pick when IP assignment happens. Delete the one that doesn't apply.]

☐ **Customer** owns **Deliverables** as they are created.

☐ **Customer** owns **Deliverables** upon payment of associated **Fees**.

Third-Party Materials

[Drafting note: If the Services include Deliverables, pick whether Third-Party Materials can be included in the Deliverables. Delete the one that doesn't apply.]

☐ No Third-Party Materials will be incorporated into the **Deliverables**.

☐ Third-Party Materials will be incorporated in the **Deliverables**.

- ☐ **Provider** will procure Third-Party Materials.
- ☐ **Customer** will procure Third-Party Materials.

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Fees

Describe fees, whether hourly, by project, by milestone, etc. Also include any pass-through or fractional charges such as for tooling or third-party license fees.

[Drafting note: Delete the travel and expense option if not applicable.]

☐ Travel and expenses: _____ Describe or attach travel and expense policy.

Payment Period
Time frame for Customer to pay invoices

_____
Fill in payment terms, e.g., 30 days from Customer's receipt of invoice

Invoice Period
How frequently Provider sends invoices

_____
Fill in cadence of sending invoices, e.g., month, quarter, upon acceptance, after each milestone, etc.

SOW Date
The date this SOW begins

☐ Date of last signature on this Cover Page

☐ _____
Fill in custom SOW Date

SOW Term
How long this SOW lasts

[Drafting note: Choose and customize one and delete the other.]

The **SOW Term** begins on the **SOW Date** and ends:

☐ _____ # _____ days, weeks, months, year after the **SOW Date**

☐ _____
fill in custom end date

Customer Obligations

Fill in Customer's Obligations, e.g., identifying a single point of contact, geographic limitations on use of Deliverables, etc.

Other Changes to Standard Terms
Changes that apply for this SOW only

[Drafting note: Optional variable. If no changes to the Standard Terms, delete this entire row.]

Fill in

By signing this Cover Page, each party agrees to enter into this SOW as of the **SOW Date**.

	PROVIDER: _____ official company name	**CUSTOMER:** _____ official company name
Signature		
Print Name		
Title		
Notice Address Use email or postal address		
Date		

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