



MASTER SERVICES AGREEMENT (CUSTOMER)

1.0 Purpose

This document serves as the canonical **Customer Master Services Agreement (MSA)** template.

It is distinct from the **Master Agreement (MA)**, which is the governance spine for Alescent's role schedules, role assignments, and discrete assignments.

2.0 Intended use

- Use when a **Customer Partner** requires a full master services agreement governing delivery of services and statements of work.
- Use with customer-specific SOWs.
- Use to supersede a Partner Engagement Letter (PEL) only to the extent of overlap or conflict, consistent with the PEL "no-gap" posture.

3.0 Status

This is an initial stub to reserve naming, acronym usage, and placement in the Legal Framework.

4.0 Placeholder sections (to be drafted)

1. Definitions
2. Services and Statements of Work
3. Acceptance and Change Control
4. Fees, Invoicing, and Taxes
5. Confidentiality and Non-Disclosure (including MNDA alignment)
6. Intellectual Property and Work Product
7. Subcontractors and Personnel
8. Data Protection, Security, and Privacy
9. Warranties and Disclaimers
10. Indemnities
11. Limitation of Liability
12. Term and Termination
13. Dispute Resolution
14. Governing Law
15. Notices
16. Miscellaneous (counterparts, assignment, force majeure, etc.)