



## RATIONALE FOR MASTER SERVICES AGREEMENT (CUSTOMER)

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This document is intended to explain, in plain language, how the referenced agreement is intended to work and how it fits within the Legal Framework.

It is not part of the agreement itself. It does not modify any agreement, create obligations, or grant rights.

This document is also not legal advice. It reflects intent and rationale and is provided for informational purposes only.

#### Why a Customer MSA exists in addition to the Master Agreement

Alescent maintains a **Master Agreement (MA)** that functions as the governance spine for:

- Role Schedules (qualification)
- Role Assignments (authority classification)
- Discrete Assignments (scope activation)

That MA can resemble a “master agreement” in a generic sense, but it is not optimized for customer services contracting.

A **Master Services Agreement (Customer) (MSA)** exists to address customer contracting realities, including:

- services and SOW governance
- acceptance and change control
- confidentiality alignment and data handling
- subcontractor governance
- warranties, indemnities, insurance
- security, privacy, and audit requirements

#### Relationship to the Partner Engagement Letter

The **Partner Engagement Letter (PEL)** is a lightweight, standalone bridge instrument.

When a Customer Partner later requires an MSA and SOW set, the MSA/SOW should supersede the PEL only to the extent of overlap or conflict, preserving the PEL “no-gap” posture until replacement is explicit.

#### Status

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