**Questions?** Please send questions to: [contracts@pugetsound.edu](mailto:contracts@pugetsound.edu) or contact the Office of University Counsel at campus extension 2735.

# Are you contracting with an Individual for Services? For service agreements with individuals (including sole-proprietor businesses), before a commitment is made, guidance must be obtained to ensure the person is properly paid through either Payroll or Accounts Payable. First check the [“Payroll or Accounts Payable?” Contract Resource web page](http://www.pugetsound.edu/about/offices-services/office-of-finance/contracts/accounts-payable-or-payroll/) for general guidelines and to see if there is a general determination for the position or type of service. If the position/type of service is not listed, contact [Career and Employment Services](mailto:mlawrence@pugetsound.edu?subject=Question%20regarding%20paying%20a%20student%20for%20services) (for all Puget Sound students) or [Human Resources](mailto:cmatern@pugetsound.edu?subject=Question%20regarding%20paying%20a%20person%20for%20services) (for everyone else) for guidance.

**Structure of Template Agreement for Professional Services**

Puget Sound’s approved, template Professional Services agreement utilizes a “Master Agreement” and “Statement of Work” structure. The Master Agreement contains the terms and conditions that govern one or more Statement of Work (SOW). Each SOW includes project- or engagement-specific descriptions and terms. An “Amendment” template may be used to extend the Term of the Master Agreement.

**Note:** There are less complex template agreements than the professional services templates available for certain types of services providers. See the [Approved Template Agreements](http://www.pugetsound.edu/about/offices-services/office-of-finance/contracts/approved-template-agreements/) section of the Contract Resource web pages for a current list with descriptions.

# With each new agreement, begin with the applicable [template agreement directly from the Contracts webpage](http://www.pugetsound.edu/about/offices-services/office-of-finance/contracts/approved-template-agreements/) to ensure the most current version is used. Avoid reusing agreements for other contractors or an earlier agreement with the same contractor.

# Except as noted in this checklist, before modifying provisions (terms and conditions) in a template agreement, discuss questions or concerns about wording with the Office of University Counsel ([contracts@pugetsound.edu](mailto:contracts@pugetsound.edu)) or ext. 2735).

**CHECKLIST for Completing the Template Agreements for Professional Services**

Has the [Contract Planning Checklist](http://www.pugetsound.edu/about/offices-services/office-of-finance/contracts/contract-checklists/) been reviewed and applicable sections completed?

Save a copy of the [Professional Services](http://www.pugetsound.edu/about/offices-services/office-of-finance/contracts/approved-template-agreements/professional-services-agreement/) Master Agreement template (“File>Save As”)

Recommended file names:

* If Contractor is an Individual: Last Name, First Name YYYY-MM-DD
* If Contractor is a Company: Company Name YYYY-MM-DD
* YYYY-MM-DD is the Effective Date from the opening paragraph of the Agreement in the date format: 4-digit year (YYYY)-2-digit month (MM)-2-digit day (DD).
  + This date format is recommended in file names because files will be listed in chronological order.
* Examples:
  + Effective date from opening paragraph of Agreement = August 15, 2018.
  + Individual Contractor Name: Smith, Joseph 2018-08-15
  + Company Name: XYZ Company 2018-08-15
* If needed to distinguish between multiple agreements with the same Contractor, consider including the subject of the contract (product or service) in the file name

NOTE: For recommended SOW file name, see the **Completing the Statement of Work (SOW)** section of this checklist below.

The following information is needed from the Contractor to complete the Master Agreement and SOW. To ensure accuracy, ask the Contractor to provide in writing (e.g. email)

* Full legal name of the Contractor
* Type of entity – valid entity types include:

1. an Individual/Sole Proprietorship
2. a C Corporation
3. an S Corporation
4. a Partnership
5. a Trust/Estate
6. a Limited Liability Company (LLC)

* **Note**: if the Contractor provides a different entity type than one of the six listed above, please discuss with the Office of University Counsel ([contracts@pugetsound.edu](mailto:contracts@pugetsound.edu) or ext. 2735)
* Place of formation (U.S. city and state or non-U.S. country name)
* Mailing address and “ATTN to” name for legal or other notices
* UBI/Business License #
* Name and title of the person(s) who will sign the contract on behalf of the Contractor
* Name, email, and telephone number of the person who will manage the contract for the Contractor ( “Designated Representative” identified in the Statement of Work)
* If different from the mailing address for legal or other notices, mailing address for delivery of payments to the Contractor

**Sections of the template Master Agreement that may need to be modified:**

Insurance Section 12: Pages 4-5

The Insurance requirements in the Template Master Agreement are typical for a “professional service” type arrangement:

* Comprehensive General Liability (CGL) insurance: provides coverage for bodily injury and property damage claims arising out of the operations of a Contractor
* Automobile Insurance: if the Contractor or its subcontractors or employees will be bringing a vehicle on campus, auto insurance is typically required
* Professional Liability insurance: is typically maintained by individuals or companies who provide specialized services (e.g. accountants, architects, attorneys, consultants, engineers, physicians) to cover errors and omissions in performing their professional services
* Workers’ Compensation and Employer’s Liability insurances: provide coverage for medical expenses and compensation to Contractor’s employees who suffer job-related injuries or illnesses. If the Contractor or its employees will not ever be present on campus, then workers’ compensation insurance may not be necessary.

Certain types of service arrangements require larger insurance coverage amounts because they involve higher levels of risk to Puget Sound. If the Agreement is for or related to a type of service listed below or for other exceptions to insurance requirements in contracts, consult with Associate VP for Business Services John Hickey ([hickey@pugetsound.edu](mailto:hickey@pugetsound.edu) or extension 3203) to ensure appropriate insurance requirements are included in the Agreement. After consulting with John, for assistance with modifying the template master agreement, contact [contracts@pugetsound.edu](mailto:contracts@pugetsound.edu).

* Greek Organizations (Sororities and Fraternities)
* Amusement Companies (including inflatables)
* Outdoor Adventure Outfitters
* Fireworks (Pyrotechnics) Companies
* Bus Companies
* Collaborative Foreign Travel Programs Sponsored by Puget Sound or Operated by Third Parties
* Medical Professional Liability in Student Practicum Agreement
* Architects and Engineering Consultants
* Construction/Renovation/Restoration Projects: Contractors and Subcontractors
* Gas Cylinder Delivery Service
* Elevator Service Providers
* Hazardous and Non-Hazardous Waste Contractors
* Student Residence Housekeeping Service Providers
* Food Caterers other than Puget Sound Catering Services
* Vending Machine and Drinking Water Service Providers
* Pest Control Service Providers
* Security Services Providers
* Washing Machine & Dryer Vendors
* ATM Machines
* Background Check Vendors
* Debt Recovery Services

For exceptions to insurance requirements contracts, consult with Associate VP for Business Services John Hickey ([hickey@pugetsound.edu](mailto:hickey@pugetsound.edu) or extension 3203) to confirm if Puget Sound can accept the additional risk. After consulting with John, for assistance with modifying the template master agreement, contact [contracts@pugetsound.edu](mailto:contracts@pugetsound.edu).

Required Workplace Harassment Prevention Training:

If the Contractor will work one-on-one with students, participation in workplace harassment prevention training is required.

* If this requirement needs to be added as Section 12.5 of the Professional Services Master Agreement, see Section 10.5 of the [template Medical Services Agreements](https://www.pugetsound.edu/about/offices-services/office-of-finance/contracts/approved-template-agreements/medical-services-agreement/) for sample wording.
* Note there are two versions of the template Medical Services Agreement (one for individuals and one for companies). Section 10.5 is different in the two versions. Be sure to use the correct version depending on whether the Professional Services Contractor is an individual or a company.

Background Checks:

* If the contract is for any service that is similar to services provided to Puget Sound by faculty or staff, anyone representing the Contractor who performs services for or on behalf of Puget Sound should have successfully complete a background check that is comparable to background checks Puget Sound conducts for its own employees, including passing a controlled substance test, if applicable.
* Language requiring background checks and controlled substance testing, if applicable, is in Section 13.1 of the template Professional Services Agreement.
* Contractors who are companies are expected to coordinate and cover the cost of background checks and controlled substance testing (if determined to be applicable) for anyone who provides services to Puget Sound under the Agreement.
* Human Resources ([hr@pugetsound.edu](mailto:hr@pugetsound.edu)) can provide assistance with background checks for Contractors who are individuals. HR can also answer questions about current requirements for background checks and controlled substance testing for Puget Sound employees.
* For exceptions to background check requirements, consult with the Office of University Counsel to determine if Puget Sound is able to accept any risk associated with NOT conducting background checks ([contracts@pugetsound.edu](mailto:contracts@pugetsound.edu) or ext. 2735)

**Filling In the Master Agreement**

Page 1, first paragraph - fill in:

Agreement Effective Date, in MMMM DD, YYYY format

* Where MMMM = full month name (not abbreviated); DD = 2-digit day of the month; and YYYY = 4-digit year
* If using a PC, you should be able to click in the Effective Date field, then click the down arrow at the end of the field and select a date from the “date picker” control.
* If using a Mac and this feature does not work, click and enter the effective date in the format described above

Contractor Full Legal Name

Contractor Entity Type

* If using a PC, you should be able to click in the Entity Type field, then click the down arrow at the end of the field and select the correct entity type.
* If using a Mac and this feature does not work, click and enter the entity type
* See page 1 of this checklist (3rd checklist item) for valid legal entity types

Page 2, Section 6. Termination of Agreement – fill in:

Sub-section 6.1. Term -- Agreement Length

* If using a PC, you should be able to click in the Contract Length field, then click the down arrow at the end of the field and select the correct contract length. If the correct contract length is not displayed, you can enter it.
* If using a Mac and this feature does not work, click and enter the contract length
* **Note:** confirm the length of the agreement meets the university’s needs and is appropriate for the type of contract and the delegation authority of the person who will be signing on behalf of Puget Sound

Sub-section 6.2. Termination for Convenience

* If using a PC, you should be able to click in the # Days’ Notice field, then click the down arrow at the end of the field and select the correct # of days’ notice. If the correct # of days is not displayed, you can enter it
* If using a Mac and this feature does not work, click and enter the # of days’ notice
* **Note:** as written, this provision allows only Puget Sound to terminate for convenience; confirm the # of days’ notice meets the university’s needs

Page 7, Section 13.12. Notices – fill in:

“To Puget Sound” section:

The campus mail box (CMB) of the university department responsible for the contract to receive legal or other notices related to the contract (never use a student’s personal CMB)

Puget Sound “ATTN to” Name

“To Contractor” section:

Contractor Name should automatically populate (from the name entered in the first paragraph on page 1); if it doesn’t, click and enter the full legal name of the Contractor

Contractor mailing address

Contractor mailing address city, state, and zip code

Contractor “ATTN to” Name

Signature Section – see the **Signing the Agreement and SOW** section of this checklist below.

**Completing the Statement of Work (SOW)**

**Note:** the SOW included as Exhibit A in the last two pages of the Template Master Agreement is an Example Only. It should not be completed and signed as an actual SOW. Use the [Professional Services SOW template](http://www.pugetsound.edu/about/offices-services/office-of-finance/contracts/approved-template-agreements/professional-services-agreement/) from the Approved Template Agreement web pages to create one or more actual SOW under the master Agreement.

The SOW template has more sections to complete (than the Master Agreement template) because certain sections are project- or engagement-specific:

**2. Detailed Description of Services and any Deliverables**

**3. Delivery Schedule**

**4. Services Fees, Payment Amounts, and Invoicing Schedule.**

**6. Expenses.** For expenses, there are two options to choose from: the university’s preferred approach and an acceptable alternative. Request/do your best to negotiate the university’s preferred approach.

**Tip!** Completing a SOW is typically a collaborative effort with the Contractor. You may wish to ask the Contractor to draft Sections 2, 3, and 4 for your review.

*If you have MS Word formatting questions,* send your request to [contracts@pugetsound.edu](mailto:contracts@pugetsound.edu) or contact the Office of University Counsel at campus extension 2735.

Save a copy of the template [Professional Services SOW](http://www.pugetsound.edu/about/offices-services/office-of-finance/contracts/approved-template-agreements/professional-services-agreement/) (“File>Save As”)

Recommended file name:

* If Contractor is an Individual: Last Name, First Name SOW YYYY-MM-DD
* If Contractor is a Company: Company Name SOW YYYY-MM-DD
* YYYY-MM-DD is the SOW Effective Date from the opening paragraph of the SOW in the date format: 4-digit year (YYYY)-2-digit month (MM)-2-digit day (DD).
  + This date format is recommended in file names because files will be listed in chronological order.
* Examples:
  + SOW Effective date from opening paragraph of SOW = August 15, 2018.
  + Individual Contractor Name: Smith, Joseph SOW 2018-08-15
  + Company Name: XYZ Company SOW 2018-08-15
* If two or more SOW for the same Contractor have the same Effective Date, number the SOW to distinguish between multiple SOW within the same effective date.
  + Example: “XYZ Company SOW1 2018-08-15”

Page 1, First Paragraph - fill in:

Contractor Full Legal Name (same name used in the master Professional Services Agreement)

Two Effective Dates, both in MMMM DD, YYYY format:

* Where MMMM = full month name (not abbreviated); DD = 2-digit day of the month; and YYYY = 4-digit year

The Effective Date from the governing Master Agreement

The SOW Effective Date (a date no earlier than the Effective Date of the governing Master Agreement)

* If using a PC, you should be able to click in the applicable Effective Date field, then click the down arrow at the end of the field and select a date from the “date picker” control
* If using a Mac and this feature does not work, click and enter the effective date in the format described above

Section 2. Detailed Description of Services and any Deliverable.

* Include an accurate description to adequately describe all services and deliverables the Contractor will provide under this SOW
* If applicable, include service level agreement as to expected response time and services hours, ensuring that response time and service hours are appropriate to the situation and cost is appropriate to the need and/or benefit received (this should be part of the cost-benefit analysis during the planning phase of the contract)
* If there are proposals, exhibits, or other attachments that are integral to the SOW, ensure they are referenced here in Section 2 to satisfy the “Entire Agreement” provision in Section 13.10 of the master Agreement.

Section 3. Delivery Schedule.

* Specify clear milestones, including dates where applicable, for completion/delivery of the services and/or deliverables
* **Note:** Section 2 of the master Professional Services Template Agreement describes Puget Sound’s preferred Deliverables Acceptance process

Section 4. Service Fees, Payment Amounts, and Invoicing Schedule.

* Clearly identify the Contractor’s rate or fee and its basis (e.g. rate per hour or day, a flat fee with progress billing)
* Be sure the Contractor’s invoicing schedule is linked/tied to successful completion of the milestones identified in Sections 2 and/or 3
* **Note:** Section 3 of the Master Agreement identifies Puget Sound’s Preferred Payment Terms. Typically, the SOW should not include Payment Terms. Discuss exceptions with the Office of Finance ([finance@pugetsound.edu](mailto:finance@pugetsound.edu)).

Section 5. Term of SOW.

Fill-in the SOW End Date in MMMM DD, YYYY format:

* Where MMMM = full month name (not abbreviated); DD = 2-digit day of the month; and YYYY = 4-digit year
* Be sure SOW End Date is within the Term of the governing Master Agreement
* If using a PC, you should be able to click in the applicable Effective Date field, then click the down arrow at the end of the field and select a date from the “date picker” control
* If using a Mac and this feature does not work, click and enter the effective date in the format described above

Section 6. Expenses.

Request and do your best to negotiate the preferred language for expenses

* Delete the word *[Preferred]*
* Delete both the word *[Option 2]* and the entire “Option 2” description

If it is necessary to go with Option 2 for Expenses:

* delete the word *[Preferred]* and the entire “Preferred” description
* Fill-in the Maximum Expense Amount in dollars and cents (e.g $100.00)

Sections 7 and 8. Puget Sound Designated Representative and Contractor Contact Information.

Enter name, email, and contact telephone for the Puget Sound Designated Representative (manager of the SOW for the university)

Enter name, email, and contact telephone for the Contractor Contact (for the SOW)

Section 9. Address for Delivery of Invoices and Payments.

* If addresses to be used for Invoices and Payments:

Are the same as the addresses for Notices in Section 13.12 of the master Agreement, delete the entire SOW Section 9

Are different from the addresses for Notices in Section 13.12 of the master Agreement:

* Delete the words *[Remove if not applicable]*
* Enter the addresses, including “ATTN to” names, for delivery of invoices to Puget Sound and delivery of payments to the Contractor

**Template Amendment to Extend the Term of Master Professional Services Agreement**

Use this template to amend and extend the term (length) of a Professional Services Agreement without changing any other terms or conditions in the Agreement. Before using it, confirm there have been no changes to Puget Sound’s preferred terms and conditions in the Professional Services (Master) Agreement that would warrant using the new version of it, rather than an amendment to extend the term of the existing Agreement.

* If needed, contact [contracts@pugetsound.edu](mailto:contracts@pugetsound.edu) to confirm the amendment template can be used
* Link to [Professional Services Amendment Template](http://www.pugetsound.edu/about/offices-services/office-of-finance/contracts/approved-template-agreements/professional-services-agreement/)

Page 1, First Paragraph - fill in:

Two Effective Dates, both in MMMM DD, YYYY format:

* Where MMMM = full month name (not abbreviated); DD = 2-digit day of the month; and YYYY = 4-digit year

The Effective Date of the Amendment

The Effective Date from the governing Master Agreement

* If using a PC, you should be able to click in the applicable Effective Date field, then click the down arrow at the end of the field and select a date from the “date picker” control
* If using a Mac and this feature does not work, click and enter the effective date in the format described above

Contractor Full Legal Name (same name used in the Master Agreement)

Section 1.1 Amendment to Termination of Agreement Section (Section 6.1 of Professional Services Agreement) – fill in:

The New Agreement Length (the period of time the Agreement is extended)

* If using a PC, you should be able to click in the Contract Length field, then click the down arrow at the end of the field and select the correct contract length. If the correct contract length is not displayed, you can enter it.
* If using a Mac and this feature does not work, click and enter the contract length
* **Note:** confirm the new length of the agreement meets the university’s needs and is appropriate for the type of contract and the delegation authority of the person who will be signing on behalf of Puget Sound

**Signing the Master Agreement, SOW, and Term Extension Amendment**

# How many and which signatures are required for Puget Sound?

# One signature is permitted if the person is both: (1) authorized to sign the contract type, amount, and duration\*; and (2) is the budget manager, department head, or responsible cabinet member.

# Otherwise, two signatures are required: (1) the budget manager, department head, or responsible cabinet member (typically signs first to indicate operational needs are met); and (2) a person with delegated contract authority for the contract type, amount, and duration.\*

# \*To be valid, contract authority must be authorized in writing by: (1) board resolution or (2) contract authority form on file in the central finance contract file that has been signed by the individual, the responsible cabinet member, and a university financial officer.

Signature Sections of the Agreement, SOW, and Term Extension Amendment – fill in:

* For the Contractor:

Contractor Name should automatically populate from the name entered in the first paragraph on page 1 of each template; if it doesn’t, click and enter the full legal name of the Contractor

Contractor UBI/Business License # (Agreement only)

Name of person signing on behalf of the Contractor

Title of the person signing on behalf of the Contractor

* **Note:** if two signatures are required for the Contractor, for assistance adding a second signature section contact, send a request to [contracts@pugetsound.edu](mailto:contracts@pugetsound.edu) or contact the Office of University Counsel at campus extension 2735
* For Puget Sound:

Following the guidance in the box above, enter either one or two names and titles to sign for Puget Sound

* For assistance deleting the second signature block for Puget Sound, send a request to [contracts@pugetsound.edu](mailto:contracts@pugetsound.edu) or contact the Office of University Counsel at campus extension 2735

**Finalizing the Agreement and SOW**

Review the master Agreement, SOW(s), and Term Extension Amendment (when applicable) to confirm they are complete and accurate, including spelling, grammar, punctuation, and the general appearance/format is professional

Coordinate signing the master Agreement and SOW. If there are two Puget Sound signers, the budget manager should sign first, then the second/final Puget Sound signer

Ensure you receive the following and confirm they are complete and accurate:

A copy of the fully-signed master Agreement, SOW and any proposals, exhibits, or other attachments that are referenced in the SOW

Proof of insurance required in the Insurance Section of the master Agreement, including The University of Puget Sound named as an additional insured

Send a scanned copy of the fully-signed contract and (if applicable) proof of insurance (in separate files) to [contracts@pugetsound.edu](mailto:contracts@pugetsound.edu)

If the Contractor is a new vendor or Puget Sound has not paid the Contractor (vendor) in the past two years, also obtain a completed [IRS Form W-9](http://www.irs.gov/pub/irs-pdf/fw9.pdf) from the Contractor. Deliver it to the Office of Finance in Jones Hall Rm 018 or send a scanned copy to [finance@pugetsound.edu](mailto:finance@pugetsound.edu).

**Well Done!** Congratulations and thank you for your time and care to successfully plan, review, and complete your Contract!

**Questions?** Please send questions to: [contracts@pugetsound.edu](mailto:contracts@pugetsound.edu) or contact the Office of University Counsel at campus extension 2735.