

Title: Risky Contracts Demo Dataset – Delay of Closure/Payment

Version: 1.1 (synthetic content)

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1. Master Subscription Agreement (SaaS)
Parties: NimbusSoft Inc. (Vendor) | Acme Retail LLC (Customer)

Effective Date: November 10, 2024 | Term: 12 months (auto-renew)

Jurisdiction: Delaware, USA | Currency: USD

Fees & Payment

- Annual subscription USD 120,000; onboarding USD 20,000.
- Invoicing: Annual on Effective Date; onboarding at go-live.
- Payment Terms: Net 90 from the later of (a) receipt of valid invoice and (b) Customer procurement registration completion.
- Acceptance: Payment contingent on Written Acceptance Certificate after a 60-day Production Readiness Test (PRT). Silence is not acceptance.
- Withholding: Customer may withhold all disputed amounts pending resolution without interest.

Dependencies & Change Control

- Customer must provide API credentials/SSO within 15 days; delays extend PRT day-for-day and defer invoicing.
- No work proceeds without signed change order.

Risk Flags

- Acceptance contingency with no deemed acceptance; long test.
- Net 90 “later of” + procurement gate.
- Broad withholding; dependency-driven deferrals.

2. Statement of Work (Marketing)

Parties: SparkHive Agency | Northwind Traders

Effective Date: Jan 15, 2025 | Term: 6 months | Jurisdiction: NY, USA | USD

Fees & Milestones

- Fixed USD 180,000 across M1/M2/M3.
- M1 Strategy Deck: 30 business day review; payment only on written sign-off; silence ≠ acceptance.
- M2 Creative: Unlimited revisions within 20 business days; each restarts acceptance.
- M3 Post-Campaign Report: Payment contingent on Client Board approval.

Invoicing & Payment

- No partial invoicing.
- Net 60 from acceptance (not invoice).

Risk Flags

- Long acceptance with resets; Board approval gate; no partial invoicing; post-acceptance clock.
3. Master Supply Agreement (Manufacturing)
 Parties: Oceanic Devices Ltd. | Vertex Manufacturing Co.
 Effective Date: Sep 1, 2024 | Term: 3 years | Jurisdiction: TX, USA | USD

Pricing & Inspection

- MFN benchmarking; final price set up to 120 days after first delivery.
- Customer inspection: 45 days; payment only after acceptance; reject for any nonconformity.

Payment & Setoff

- Pay-when-paid tied to Customer's end product revenue.
- Broad setoff across relationships.

Risk Flags

- Price uncertainty delays invoicing; long inspection; pay-when-paid; broad setoff.
4. Reseller Agreement (EU)
 Parties: Contoso Analytics GmbH | EuroTech Reseller BV
 Effective Date: Feb 28, 2025 | Term: 2 years | Jurisdiction: Germany/EU | EUR

Orders & Payment

- Payment due 30 days after end-customer acceptance and funding confirmation.
- Credit approval prerequisite; suspends shipment/invoicing.

Returns/Escrow

- 90-day end-customer return window; payments held in escrow.

Risk Flags

- Third-party acceptance/funding; escrow and credit approval gates.
5. Enterprise License (Government)
 Parties: Fabrikam Software | Dept. of Transport
 Effective Date: Dec 5, 2024 | Term: 5 years | Jurisdiction: Gov procurement | USD

Acceptance & Invoicing

- 30-day operational test; payment contingent on Form 347 Acceptance Notice; silence ≠ acceptance.
- Invoicing only after Acceptance Notice and appropriations availability.

Payment

- Net 60 from AP receipt; any administrative defect restarts clock.

Risk Flags

- Formal acceptance; appropriations dependency; AP rejections reset timing.
6. Consulting Agreement (T&M)
Parties: Gamma Labs LLC | StartUp XYZ Inc.
Effective Date: Mar 12, 2025 | Term: 4 months | Jurisdiction: CA, USA | USD

Invoicing & Payment

- Weekly invoices; Client may defer payment until Finance validation and Purchase Requisition issuance (up to 45 days).
- Net 45 from validation date, not invoice date.
- Any disputed line item defers entire invoice.

Risk Flags

- Finance/PR validation gate; approval-based clock; full-invoice deferral on partial dispute.
7. Data Processing Addendum
Parties: BetaCloud Inc. | Orion Health
Effective Date: Apr 20, 2025 | Cotermious | Jurisdiction: GDPR | USD

Audit/Subprocessors/Breach

- Fees suspended during any audit alleging material noncompliance.
- New subprocessors require Customer approval; related fees not due until approval.
- Customer may withhold up to 100% of fees during suspected incident until certified RCA.

Risk Flags

- Audit suspension; approval dependency; total withholding.
8. Construction Contract (Lump Sum)
Parties: Delta Builders | City of Riverton
Effective Date: Oct 2, 2024 | Term: 14 months | Jurisdiction: State construction | USD

Milestones & Retainage

- Progress payments only after inspector sign-off; scheduling may take 30 days; re-inspection restarts.
- 10% retainage until substantial completion and punch list closure; City defines "substantial completion."

Funding & Force Majeure

- Pay-if-paid tied to State grant funds.
- Force majeure includes labor shortages, supplier insolvency, utility outages.

Risk Flags

- Inspector schedule delays; retainage; pay-if-paid; expanded force majeure.

9. Professional Services Order Form

Parties: Omega Systems | Helios Energy

Effective Date: May 30, 2025 | Term: 120 days | Jurisdiction: TX, USA | USD

Acceptance & Invoicing

- 20 business day test; any defect pauses test; acceptance requires writing.
- No invoice submission until vendor onboarding and insurance approval complete.

Payment

- Net 60 EOM from invoice approval date.

Risk Flags

- Pausable acceptance; onboarding/insurance gate; EOM approval-based clock.

10. Maintenance & Support Agreement

Parties: ZetaWare Ltd. | BlueRiver Bank

Effective Date: Aug 1, 2024 | Term: 24 months | Jurisdiction: NY, USA | USD

Fees & Payment

- USD 250,000 annual maintenance, invoiced at period start.
- If Customer declares change freeze or compliance review, fees deferred until lifted.
- Net 90 from AP approval; AP approval 30–45 days.
- Broad setoff for indemnity/warranty claims.

Risk Flags

- Freeze-based deferral; long AP-based clock; broad setoff.

11. Hardware Purchase Agreement

Parties: IronPeak Hardware | SunRay Data Centers

Effective Date: Jan 9, 2025 | Term: 1 year | Jurisdiction: IL, USA | USD

Delivery & Acceptance

- Burn-in test 30 days post-delivery; payment due only after burn-in acceptance.
- DOA/return window 45 days; any RMA pauses payment obligations for entire shipment.

Payment & Title

- Title and risk of loss transfer on acceptance, not delivery.
- Net 60 from acceptance; partial acceptance not allowed.

Risk Flags

- Burn-in acceptance contingency; RMA pausing payments; no partial acceptance.

12. Managed Services Agreement (MSP)

Parties: BlueOrbit Managed Ops | FinTrust Capital

Effective Date: Nov 21, 2024 | Term: 36 months | Jurisdiction: MA, USA | USD

Billing & True-Up

- Monthly base + usage; quarterly true-up must be signed by Client before any monthly invoice approval.
- Service credits may be offset against invoices at Client's discretion.

Payment

- Net 60 from invoice approval; approval contingent on receiving validated true-up and KPI dashboard.

Risk Flags

- True-up prerequisite to approval; credit setoff; approval-based timing.

13. Licensing & Royalty Agreement

Parties: NovaBio IP Holdings | Helix Therapeutics

Effective Date: Jun 6, 2024 | Term: 10 years | Jurisdiction: UK | GBP

Royalties & Reports

- Royalties payable quarterly within 60 days after receipt of complete sales statements and audit rights exercised if variances exceed 5%.
- Licensee may defer royalties pending resolution of any audit or third-party payer clawbacks.

Risk Flags

- Payment dependent on complete reports; audit/third-party clawback deferral.

14. Research Collaboration Agreement

Parties: IvyTech University | Meditera Pharma

Effective Date: Sep 14, 2024 | Term: 24 months | Jurisdiction: CA, USA | USD

Milestones & Compliance

- Milestone payments contingent on IRB/Ethics approvals and publication committee review, each with up to 45-day windows; silence ≠ approval.

- Any data transfer requires DUA approval before invoicing for related work.

Risk Flags

- Ethics/IRB and publication approvals; DUA gate; sequential 45-day windows.

15. Logistics & 3PL Agreement

Parties: SwiftHaul 3PL | Alpine Apparel Co.

Effective Date: Feb 3, 2025 | Term: 2 years | Jurisdiction: NJ, USA | USD

Operations & Billing

- Invoices issued monthly; payment contingent on provision of Proof of Delivery (POD) for 100% of consignments.
- Claims/shortages hold: Any open claim over 1% of invoice value puts entire invoice on hold until resolution.
- Customs/brokerage: For international lanes, payment only after customs clearance and duty reconciliation.

Risk Flags

- POD prerequisite; invoice hold for small claims; customs clearance dependency.

Appendix A: Labeled Clause Snippets (copy as separate "clause docs" if desired)

- Acceptance Contingency: "No fees are due until a written Acceptance Certificate is issued; silence is not acceptance."
- Deemed Acceptance Absent: "Failure to issue acceptance does not constitute acceptance."
- Net 60/90 + Approval: "Net sixty (60) end-of-month from invoice approval date."
- Procurement/Onboarding Gate: "Payment timelines run after vendor onboarding and insurance approval."
- Pay-When-Paid / Pay-If-Paid: "Payment occurs only after Customer receives payment from its own customer."
- Inspection/Acceptance-Only: "Payment due only after inspection acceptance; rejection may be for any nonconformity."
- Withholding/Audit Suspension: "Customer may withhold 100% of fees during audit or suspected breach."
- Setoff Broad: "Customer may set off any amounts across agreements, whether matured or contingent."
- Retainage: "Ten percent retainage withheld until substantial completion and punch list closure."
- Escrow/Return Window: "Payments are held in escrow until the ninety (90) day return period expires."

- Reports/Statements Dependency: “Royalties payable only after complete quarterly sales statements are received.”
- True-Up Prerequisite: “Quarterly true-up must be executed prior to invoice approval.”
- POD/Claims Hold: “Invoices are on hold if claims exceed 1% until resolved.”
- IRB/Ethics Approval: “Milestones contingent on IRB approval; review window up to 45 days.”

Appendix B: Suggested Metadata Schema (per chunk)

```
{
  "doc_id": "uuid",
  "title": "string",
  "parties": ["string","string"],
  "effective_date": "YYYY-MM-DD",
  "jurisdiction": "string",
  "agreement_type": "string",
  "currency": "string",
  "section": "string",
  "risk_tags":
  ["acceptance-contingency","no-deemed-acceptance","long-terms","approval-based-clock",
  "procurement-gate","onboarding-gate","pay-when-paid","pay-if-paid","inspection","retainag
  e","audit-suspension","withholding","setoff-broad","escrow","return-window","reports-depen
  dency","trueup-prerequisite","pod-claims-hold","customs-dependency"],
  "payment_terms":
  ["net-60","net-90","eom","from-approval","from-acceptance","from-inspection"],
  "source_file": "contract.pdf",
  "page": 0,
  "chunk_index": 0
}
```

Appendix C: Risk Pattern Glossary (quick cues for tagging)

- Acceptance-Contingent: Payment triggered only after formal acceptance; risky if long tests and no deemed acceptance.
- Approval-Based Clock: Payment clock starts from invoice approval, not receipt; EOM extends timing.
- Administrative Gates: Procurement registration, vendor onboarding, insurance, AP validation, true-up, appropriations.
- Third-Party Dependencies: Pay-when/if-paid, end-customer funding, POD, customs clearance, escrow/returns, clawbacks.

- Inspection-Only Payment: Payment after inspection with long windows or immaterial rejection rights.
- Withholding/Setoff: Broad rights to withhold or offset, including contingent claims and audits.
- Retainage: Percentage withheld until substantial completion and punch list closure.
- Reports Dependency: Royalties or fees contingent on complete statements or KPI dashboards.