



OFFICE OF COUNSEL CONTRACT INTAKE FORM

CONTAINS REQUEST FOR LEGAL ADVICE / ATTORNEY-CLIENT PRIVILEGED COMMUNICATION

This form must be completed and submitted with all contracts for review. **Any contract submitted without this form completed in its entirety will be returned.**

I. REQUESTING UNIVERSITY DEPARTMENT/OFFICE

1. **Department/Office Name:** _____
2. **Contact person:** _____
3. **Telephone and email:** _____

II. DEADLINE

1. **Submission Date:** _____ Is there an impending deadline? If yes, dated needed: _____

Please allow at least 3 weeks from the date OOC receives the request. If you need your matter reviewed sooner, please indicate and state your reason below for the expedited need. **Notations like "Needed ASAP," "Expedite," or "RUSH" are not sufficient as they do not provide OOC with enough information to justify prioritizing your matter over other matters.** During times of increased workload for the OOC, review may take longer than 3 weeks.

Reason for request to expedite: _____

III. CONTRACT REVIEW PROCESS

Step 1: Read your contract. UAH departments are responsible for negotiating the business terms of their contract, reading the contract before submitting for review as to legal form, and ensuring that all terms are clear, accurate, and meet the department's needs. Basic business terms of a contract include: the duration of the contract, responsibilities, and obligations of each of the parties, insurance, warranties, not-to-exceed cost, and payment terms. Review by the OOC as to legal form ensures that UAH contracts comply with applicable UAH procurement policies and applicable state and federal laws, but does not serve as review or approval of the underlying transaction. The OOC is always available as a resource to discuss and assist with any contracting questions or concerns.

Step 2: Ask the counterparty if changes are accepted to the terms and conditions and, if so, in what form they are accepted. Prior to initiating any review, the OOC must know whether or not a counterparty will accept proposed changes to the terms and conditions of a contract. If the counterparty states that it does accept suggested revisions, determine whether an addendum is permitted (a separate document that addresses the changes), or if the counterparty requires redlined changes to its actual contract documentation. If a redline is required, the contract must be submitted to the OOC in Microsoft Word format. **As indicated below, you must attach to this form proof of the counterparty's response to these questions.**

Step 3: Complete this Contract Intake Form. The faculty/staff member responsible for management of the contract should complete all sections of this form. If you have any questions about completing this form, please contact Nancy Loehr in the UAH Office of Counsel at nloehr@uasystem.edu with "Contract Intake Form Question" in the subject line.

Step 4: Submit the contract for review as to legal form. All contracts for the procurement of goods and services, even where no payment is required, should be submitted along with this completed form to UAH's Business and Procurement Services (<https://www.uah.edu/business-services/faculty-staff/procurement-services/who-to-contact>) in accordance with their procedures. If your contract is not for the procurement of goods or services, follow the above steps and submit your contract, related documents, and this form to: Nancy Loehr, nloehr@uasystem.edu. Examples of agreements that do not involve the procurement of goods and services include affiliation agreements, gift agreements, or MOUs. Construction contracts managed by the UAH Campus Architect may also be routed directly to the UAH Office of Counsel.

A. CONTRACT DESCRIPTION

1. **Detailed Summary of Contract Purpose:**

Vendor/Counterparty Name _____

2. **In response to your inquiry in "Step 2" above, did the counterparty agree that it would review proposed revisions to the contract?**

Yes ☐ No ☐

Please provide backup documentation (copy of the email or otherwise) to substantiate your response to this question.

3. **If the answer to question 2 was "yes," did the counterparty indicate that changes by addendum would be accepted?**

Yes ☐ No ☐

Please provide backup documentation (copy of the email or otherwise) to substantiate your response to this question.

4. **If the answer to question 3 was "no," did you obtain a Microsoft Word version of the contract to be redlined?**

Yes ☐ No ☐

If not, please attempt to convert the document to Word and edit the converted version to ensure its accuracy before submission for review.

5. **Will Vendor at any time have access to any Personal Identifiable Information (PII), to include FERPA, HIPAA, and/or other protected personal information to include current and former students, employees, volunteers, vendors, contractors, etc.?**

Yes ☐ No ☐

○ *If yes, please provide the nature of the information to be accessed, the format (electronic, hard copy, etc.), and the expected number of records to be included: _____*

○ *If yes, will any of the information be transported off campus, either digitally, electronically, or in hardcopy format(s) or will any of the information be hosted in the cloud? _____*

6. **Does your submission include a contract for software, software as a service (SaaS, aka "cloud services"), IT systems (hardware and/or software), data processing services, point-of-sale systems/services, or any other product or service that either:**

- provides vendor with direct or remote access/connectivity to the UAH IT network for any reason;
- provides vendor with access to UAH data in any form (electronic, hardcopy, or otherwise);
- provides vendor with direct or remote access to any UAH data system, whether such system resides on the UAH network or not; or
- provides a system or software that UAH will utilize to process data containing PHI, PII, and/or PCI.

Yes ☐ No ☐

*If **yes**, please contact Kevin Bennett, kevin.bennett@uah.edu, and Malcolm Rice, ricem@uah.edu, for approval prior to submitting your contract to the OOC. If you have questions as to whether your contract falls within any of these categories, please ask Mr. Bennett and/or Mr. Rice to assist you with your assessment. Please include Mr. Bennett and/or Mr. Rice's communication with you indicating that you can proceed with review of your contract.*

B. CONTRACT CHECKLIST

Please **initial** each box to signify your **agreement with each statement**. If you have questions, please contact OOC to discuss your concerns at: 256-824-6633 or by email at nloehr@uasystem.edu.

1	I have read the contract, including any attachments, and understand all provisions. If I do not understand a provision, I have noted that provision and any questions on the contract submitted.	
2	All documents incorporated by reference in the contract (e.g., exhibits, appendices, or web link information) have been collected and are provided for review.	
3	I have asked the counterparty if they have an existing similar contract with UA and/or UAB. If the counterparty has an existing relationship, I have either asked for a copy of that contract from the counterparty, or contacted my counterpart at UA or UAB to inquire if they can share their final version of the contract with UAH. If the document can be shared, I have obtained it. If the counterparty indicated no similar contract exists, initial here: _____	
4	If UAH has entered into a similar contract with this counterparty before, I have included it. If the counterparty indicated no similar contract exists, initial here: _____	
5	If this is a renewal or an amendment, I have included the original agreement and/or all prior renewals or amendments to the contract.	
6	The written contract matches the verbal understanding of the parties and accurately reflects the transaction with the vendor/contractor (e.g., what is to be received or what work is to be performed).	

Signature

Date