DataOpus
discover, learn, improve

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Representation & Warranties

Templated Language

Representations and Warranties

1. **Seller's Representations and Warranties:** Seller represents and warrants to Buyer as follows:
    a. **Organization and Authority:** Seller is . . . . .
    b. **Databases and Data Integrity:** Any databases included in the transaction, whether standalone or integrated within applications, are fully owned by Seller or properly licensed. Everywhere "known" is used below it is to be understood as "discoverable by prudent effort." Seller represents that:
        i. The databases are in good working order and free from any material corruption or loss.
        ii. There are no known breaches.
        iii. There are no known security vulnerabilities that could materially impact the integrity of the data or its theft.
        iv. Any personal identifiable information (PII), personal health information (PHI), controlled unclassified information (CUI), or other sensitive data stored complies with all applicable data protection compliance, standards, laws, and regulations.
        v. The seller has implemented the principle of "least privileged access" regarding physical access to the database servers.
        vi. The seller has implemented the principle of "least privileged access" to database platforms.
        vii. The Buyer will receive all necessary access credentials, documentation, and support required to continue the use and maintenance of the databases.

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viii. The Buyer will receive a complete and current data dictionary within the past 7 days prior to closing for each provided database, whether standalone or embedded in an application or service, which will minimally include names, definitions, and attributes about data elements that are being used or captured in a database, information system, or part of a research project. The data dictionary describes the meanings and purposes of data elements within the context of a project, and provides guidance on interpretation, accepted meanings and representation. The data dictionary also provides metadata about data elements. The metadata included in a data dictionary can assist in defining the scope and characteristics of data elements, as well as the rules for their usage and application.

ix. The buyer will receive a health report on everyday used within the last 7 days to include describe known vulnerabilities, weaknesses, and flaws

x. There are no known flaws that are known to cause data integrity issues.

xi. There are no performance, design, or architecture deficiencies including but not limited to tables, columns, indexes, and/or code.

xii. There are no hard-coded paths, URLs, emails, networking information, or credentials in code that will break once the databases are transferred.

xiii. The Buyer will receive a complete and current code inventory within the past 7 days prior to closing.

xiv. There are no configuration errors per CISA, NIST, MITRE, or any other compliance or standards that are commonly used in the seller's industry.

c. **Full Disclosure:** No representation or warranty made by Seller contains any untrue statement or omits a material fact necessary to make the statements not misleading.

2. **Buyer's Representations and Warranties:** Buyer represents and warrants to Seller as follows:

a. **Authority:** Buyer has . . .