

COLLABORATING TO WIN: LEGAL TRENDS & INSIGHTS

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About

Rania Shehata | VP, General Counsel Americas

- Responsible for all legal affairs of the region leading a team of over 10 legal professionals globally, including legal team for DLT
- ~20 years of legal experience
- Prior to TD SYNEX, in private practice at a top commercial litigation firm representing luxury car manufacturers and large corps
- Began legal career an Assistant State Attorney for the Sixth Judicial Circuit in Florida serving Pinellas and Pasco counties
- Member of the Project Opioid Tampa Bay Leadership Coalition
- Hometown: Orlando



About

AP Capaldo-Aoun | Assistant General Counsel

- Responsible for leadership and support of the legal affairs of the region, with a focus on Global HR, regulatory, business advisory
- Prior to current role, led the Americas compliance team and Latin America legal. Prior to TD SYNEX, worked for a large private equity-backed education company and a Miami-based law firm focused on startups and corporate compliance.
- Chair of the *Fuerza* BRG
- Hometown: Miami, Florida (now based in Parkland, Florida)

The information presented in this presentation is for informational purposes only.

These materials do not, and are not intended to, constitute legal advice.

Q: What's the difference between accountants and lawyers?

A: Accountants know they're boring.

Poll Questions

- Do you have legal team?
- Do you operate in the federal contracting space?
- Do you do your own contracting?
- Do you outsource contracting or legal work?

ROADMAP TO TRANSACTIONS IMPORTANT CONSIDERATIONS

Key milestones in the transaction lifestyle and critical roadblocks.



Marketplace Deals Hyperscalers



Platform Terms & Conditions/Terms of Use



Negotiation inflexibility



Product Rider with Vendor Flowdowns



Your Agreement with your End User



Recurring Billing



Failure to include Flowdowns



Multi Year Deals Increasing & Evolving



Vendor Terms



Difficulty to modify deals as EU requirements shift year over year



MSA with Customer SOW with additional terms

Your Agreement with your End User



Recurring Billing



Force Majeur
Early termination fees
Rebates contingent on full term





aaS Terms from Vendor



SOW Between Distributor & Reseller

Recurring Billing



Mandatory Flowdowns requiring representations & certifications, often template agreements with little to no variation allowance

Your Agreement with your End User

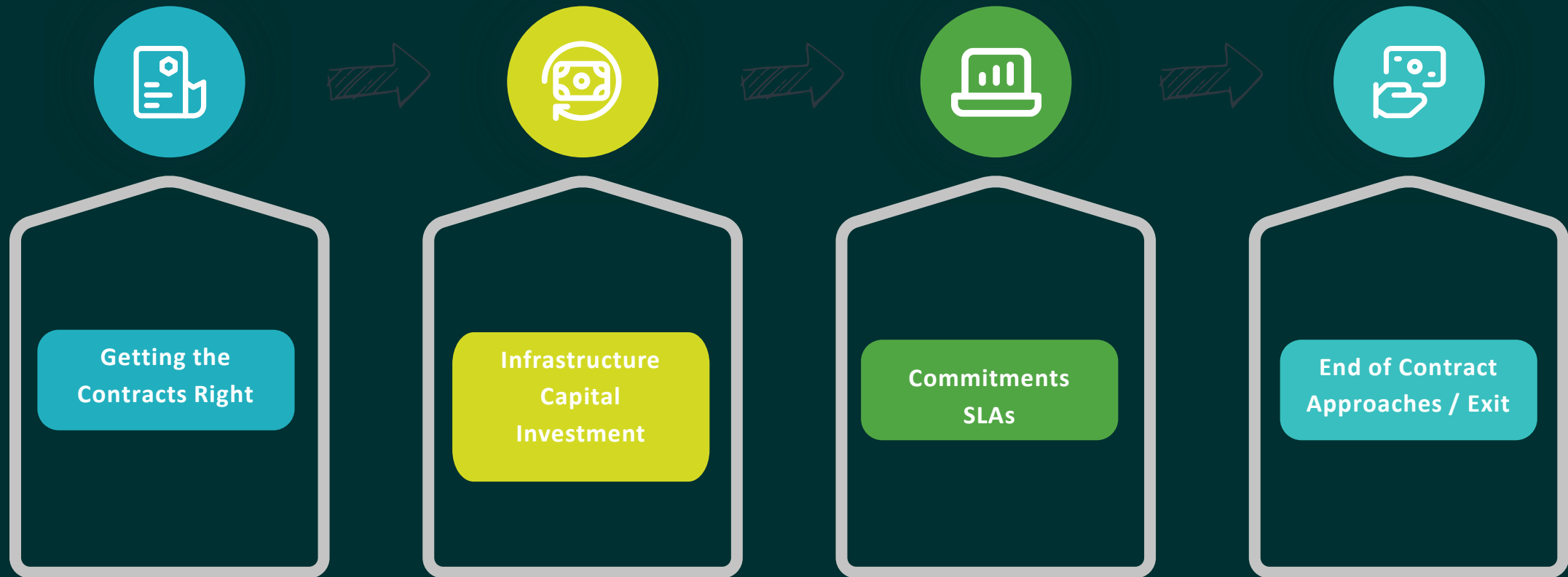


Fraud Risk
MFA Issues
Change Orders/Funding
Overages
Minimum Consumption Requirements

Consumption

Minding the Meter

Managed Services Agreements | Considerations

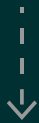


Hardware as a deal driver – vastly different risk & contracting approaches

THE LOWDOWN ON FLOWDOWNS



DRILLING INTO FLOWDOWN ISSUES



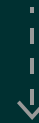
Vendor Driven / Product Driven

We generally aim to flow down protections and requirements we receive from the vendor



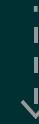
Prioritize Simplification

To the extent we are able to streamline flowdown terms we do, and sometimes even take on additional risk to support our partners



Gaps consistently biggest risk and challenge

Failure to flow down critical terms in their entirety continues to be a risk at multiple levels of the transaction



Party Willingness

Party willingness varies tier to tier, commercial deals have much more latitude on flowdowns than federal deals where Prime Contractor requirements and FAR mandate flow down

The Journey to MSP

Key Elements in MSP Contracts

Key Elements to Include in MSP Contracts



Helping you navigate complexity | Federal Channel

- Increased distribution competition & emerging technology services to reshape federal market
- Federal channel is expected to diversify in 2025 due to increased distributor competition and rise of services tied to cybersecurity and AI.
- In the 2024 federal fiscal year, service and managed service partners generated just 28% of the total revenue of the top 50 federal channel partners. Canalys expects that share to grow to above 30% in 2025 as agencies that recently met President Biden's cloud migration deadline look for continued support post migration.
- Canalys also predicts Systems Integrators (SIs) will see market share decline to below 60% in 2025. Over the last two years, most agencies engaged in extensive technology modernization efforts as they migrated to the cloud, and they will not need the same level of extensive systems integrations until the next refresh cycle.
- The federal government heavily relies on the channel, and that reliance has grown from 54% to 66% in the last five years.
- With the US\$32 billion AI package currently under consideration by Congress and over US\$15 billion in already-approved AI and cybersecurity spending in 2025, federal agencies are relying on channel partners to navigate the complexity for them more than ever before.





LEGAL LEVERAGING AI

How we win together. Faster.



LEGAL LEVERAGING AI

- Automation Use Cases – Bryter, NDA
- Contract review
- Post-merger novation (M&A context)
- Searching for documents and agreements; data sifting
- Looking in the future to determine how we can further streamline and optimize redlining and contract negotiation
- Closing skills gap

Legal Industry use of AI | Legal teams are leveraging AI more than ever before

74%

of legal professionals use
AI for legal work

92%

of legal professionals who
use AI tools say it's
improved their work

57%

of legal professionals who feel at
least some work dissatisfaction
said using AI could alleviate it

Legal & Compliance Front Door



Intelligent Search

Legal 360

Legal Search employs AI to align your query with our database. To minimize the results returned, filtering your request.

Example Queries:

"I need a new Non-disclosure Agreement for Brazil."

"I need to apply the Palo Alto Terms throughout Europe."

Legal Finder Search - (BETA)



Service Overview

Displaying top results of 1 - please refine your query if the below is not correct.

Service Name	Palo Alto Flow Downs
Business Description	Part of Global Vendor Flow Down portal which is a module that allows users to create automated flow down terms for vendors and capture reseller acceptance through a click to agree mechanism
Service Description	The system will initiate the user-defined use case, in this case, creating automated flow down terms for vendors in the Global Vendor Flow Down portal. Upon accessing the portal, the system will guide users through pre-defined, easy steps for creating the terms, leveraging pre-set templates for enhanced efficiency. Once the terms have been compiled and are ready for review, the system will send a notification to chosen vendors. These vendors will access their notification via the portal's interactive interface, and will be presented with the opportunity to read through and agree to the flow down terms. If the vendor accepts, they will express their agreement through a simple click-to-agree mechanism, which the system registers and logs as formal acceptance. This acceptance is then saved next to the vendor's profile in the directory for legal purposes and future reference. The whole process is not only automated but also designed to save time while achieving the desired legal compliance.
Module Link	Open Module (in @Portuguese)

Open Module

 Palo Alto Flow Downs

- Improved Front Door to include Intelligent Search
- Free text search across our services and contacts to compliment directories and lists
- AI enhances user requests

“I need a subcontracting agreement in Brazil”



LAC
Subcontracting
Portal

Q&A