



PLAYBOOK FOR POLICYHOLDERS

Victor Contract Sifter

This market-changing new offering combines Victor’s insurance coverage and risk management expertise with LegalSifter’s Artificial Intelligence-powered contract review software.

Victor Contract Sifter provides you with a fast and easy way to spot potential coverage issues and receive actionable guidance on common issues that relate to insurability in professional services agreements. Victor is leveraging AI to expand the accessibility of its contract review services and to provide you with access to real-time and practical risk management guidance.

The software uses AI, in the form of “Sifters,” which are trained to read text and identify important and relevant insurability concepts in contracts. The Sifters learn from user feedback and improve over time. Victor’s in-context expert advice regarding issues of professional liability is embedded in the product and is available to users in every Sift. An integrated routine of “Sifting before you sign” in the contract review process will help design firms embed good risk management practices into their culture.

Product Benefits

Victor Contract Sifter offers:

- **Issue spotting and in-context expertise:**

After you upload a professional services agreement into Victor Contract Sifter, within minutes, the product identifies common insurability and practice management issues and offers Victor's guidance on those issues, including:

 - 1) an explanation of the concept or issue;
 - 2) professional liability or insurability concerns associated with the issue;
 - 3) a recommended response and;
 - 4) sample language.
- **Efficiency and standardization:**

AI-powered issue spotting speeds the process of contract review. Over time, you will gain lasting insight into key issues and learn how to respond effectively to those issues as you negotiate contracts. This approach to contract review may reduce risk and increase standardization of contract terms.
- **An effective training tool:**

The product serves as a great teaching tool for contract reviewers who may not be familiar with liability issues in the design and construction industry.
- **A complete solution:**

The final redlined document with commentary can be exported out of the application as a Word document. The edited redlined document with proposed modifications can be sent as an attachment to your client, which will ease the contract negotiation process.



Product Limitations

Victor Contract Sifter does not:

- **Review all types of contracts:** The product is optimized for the review of design firm professional services contracts. The issue spotting and expertise in Victor Contract Sifter are applicable to only these types of contracts. You should not use Victor Contract Sifter for the review of — or expect to receive appropriate risk management guidance for — other industry-related contracts such as Lender Consents to Assignments, NDAs, Joint Venture Agreements, Teaming Agreements, Lien Waivers, real estate or rights of way acquisition services or other non-professional service contracts.
- **Substitute for human judgment:** The AI does not tell you whether the issues it has spotted in a contract are good or bad; the AI flags the issue and Victor's added expertise within the product helps you determine how to respond to these issues. In other words, the AI predicts the issues present in the contract and you — with the help of Victor — make a judgment on how to respond to those issues. As a reminder, Victor's expertise provides succinct guidance related to four areas:
 1. Issue
 2. Concern
 3. Response
 4. Sample language

The guidance may also provide a hyperlink to other resources on the topic.

- **Substitute for legal advice:** This is not a legal review; it is a review of general insurability issues and other common practice management issues, such as copyright protections.

Navigating Victor Contract Sifter

The screenshot shows the top section of the Victor website. The logo 'VICTOR' is in the top left. Navigation links for 'Log in', 'About Us', and 'Contact Us' are in the top right. A search bar is also present. Below the navigation is a 'School of Risk Management' section with four main cards: 'NEW Victor Contract Sifter', 'Continuing Your Education', 'Tools & Resources', and 'News & Events'. Each card has a 'Log In' or 'Learn More' button. At the bottom of the page are 'LOG IN/REGISTER' and 'NEED ASSISTANCE?' buttons.

Visit "www.victorinsuranceus.com/school-of-risk-management/" to access Victor Contract Sifter

NEW Victor Contract Sifter
Invited-only access to AI-powered contract review tool.
[Log In](#)
[Learn More](#)

Continuing Your Education
Online learning & continuing education.
[Log In](#)
[Learn More](#)

Tools & Resources
Tools and resources to help manage your projects and run your firm.
[Managing Your Project](#)
[Planning Your Firm](#)

News & Events
Webinars, newsletters, industry events, blog posts and more!
[Discover More](#)

[LOG IN/REGISTER](#) [NEED ASSISTANCE?](#)

The screenshot shows the login page of the Victor website. The 'Please Log In' section contains a message about premium content access and two input fields for 'User ID (your email address)' and 'Password', with a 'LOG IN' button below. A 'Create an account' link is also present. On the right, there is a 'Sign up for our e-Updates' box with a 'SIGN UP' button. A purple callout box points to the 'LOG IN' button, and another purple callout box points to the 'SIGN UP' button.

Enter your Victor Account details to log in to Victor Contract Sifter

Click here to create a 'Victor Account' if you do not have one

Please Log In
Access to premium content is available to current insurance brokers and policyholders. Please login to continue or create a victor account if you don't already have one.

User ID (your email address):

Password:

[LOG IN](#)

[Create an account](#)
[Reset your Password](#)

[Sign up for our e-Updates](#)
Our e-updates provide monthly, relevant information on each of our insurance programs.
[SIGN UP](#)

Navigating Victor Contract Sifter

The screenshot shows the home page of the Victor Contract Sifter application. At the top, there are navigation links for 'HOME' and 'DOCUMENTS'. A 'SIFT DOCUMENT' button is highlighted in the top left corner. The main heading reads 'Welcome to Victor Contract Sifter'. Below this, there are two main sections: 'Recently Sifted Documents' (which is currently empty, showing '(No Recent Documents)') and 'What's New'. The 'What's New' section contains two updates from March 2021, detailing new sifters and sifter updates. A purple callout box on the right says 'This is how your home page will be displayed'. Another purple callout box at the bottom left says 'Click "Sift document" to begin the Sifting process'. The footer contains links for 'About LegalSifter', 'Sifter Library', 'Privacy Policy', and social media icons, along with copyright information for LegalSifter, Inc.

Click "Sift document" to begin the Sifting process

This is how your home page will be displayed

The screenshot shows the 'My Documents' page in the Victor Contract Sifter application. A dialog box titled 'Choose a Document Type' is open in the center. The dialog box has a search filter 'Filter by name or keyword' and a list of document types. The first item, 'Professional Service Agreement - Issue Spotter', is highlighted in orange. Below the list, there is a detailed description of the 'Professional Service Agreement - Issue Spotter' document type. At the bottom of the dialog box, there are 'Cancel' and 'Continue' buttons. A purple callout box on the left says 'Select this "document type" and click "continue" to begin Sifting. You'll be prompted to select the contract you want the tool to review. Select the contract from your PC and the Sifting process will automatically start.' The background shows the 'My Documents' page with a sidebar for 'Folders' (My Documents, Shared with me, Trash) and an 'Actions' column. The footer is the same as the home page.

Select this "document type" and click "continue" to begin Sifting. You'll be prompted to select the contract you want the tool to review. Select the contract from your PC and the Sifting process will automatically start.

Navigating Victor Contract Sifter

The screenshot shows the 'My Documents' page in the Victor Contract Sifter application. The interface includes a sidebar with 'SIFT DOCUMENT' and a folder list, and a main table of documents. A callout box points to the 'Sifted' column of a document.

File Name	Document Type	Sifted	Shared?	Actions
V Demo Contract	Professional Service Agreement - Issue Spotter	Sifting...		

This progress notation will be displayed as the contract is being reviewed

The screenshot shows the 'My Documents' page in the Victor Contract Sifter application. The document 'V Demo Contract' is now fully sifted. A callout box points to the 'Documents' tab in the top navigation bar, and another callout box points to the 'OPEN' button in the document's actions column.

File Name	Document Type	Sifted	Shared?	Actions
V Demo Contract	Professional Service Agreement - Issue Spotter	Today at 9:44am EST		OPEN

"Documents" is where your Sifted contracts will be stored

Once the contract has been Sifted, you can now open the document to review any issues/concepts found or missing

Navigating Victor Contract Sifter

Use these options to clean up the Sifted contract

Bulk dismiss or view Sifters (the concepts/issues)

This bar can be dragged up and down. "Missing" Sifters (concepts) are displayed above the bar, while "found" Sifters (concepts) are displayed below the bar

The screenshot shows the 'V Demo Contract' interface with the 'Professional Service Agreement - Issue Spotter' sidebar. The 'Missing' sifter is selected, showing a list of issues. The main document area displays the contract text, including sections like 'THIS CONTRACT IS SUBJECT TO ARBITRATION' and 'PROJECT DESCRIPTION'. The sidebar has a search bar and a list of sifters, with 'Missing' and 'Found' categories indicated by checkboxes.

"Found" Sifters are displayed in the margin of your contract

If you only want to view "found" Sifters, uncheck the other boxes

Click to expand and view built-in Victor guidance

The screenshot shows the 'V Demo Contract' interface with the 'Professional Service Agreement - Issue Spotter' sidebar. The 'Found' sifter is selected, showing a list of issues. The main document area displays the contract text, including sections like 'CONSULTANCY'S GENERAL RESPONSIBILITIES'. The sidebar has a search bar and a list of sifters, with 'Missing' and 'Found' categories indicated by checkboxes. A 'Services Standard of Care' dropdown menu is visible in the sidebar.

Navigating Victor Contract Sifter

Built-in guidance from Victor

Intellectual Property Ownership and No Transfer

ISSUE: Consulting agreements generally provide clients with the license to use design documents for the specific project. If you are required to transfer ownership of documents, be aware that there are varying levels of ownership. There are physical documents, but the transfer of the ownership of them does not transfer the copyright. Copyright prevents them from being reproduced or modified without the copyright owner's permission. Lastly, in the case of building designs, there is a separate copyright on the "architectural work."

CONCERN: Documents are not products, but instruments of professional service, so transfer has to address all ownership issues of the deliverables and the services that generated such deliverables. Moreover, transfer should never take place unless it is tied to the full payment of fees, otherwise leverage to secure payment from the client is lost. Also, include contractual protection from claims that might result from a future use of the deliverables.

RESPONSE: If possible, a response...

If you want to dismiss the found Sifter, click the checkbox to "resolve"

Indemnification: Negligence

ISSUE: An indemnification provision requires one party to agree to pay for the cost of possible future damages, losses, or injuries to the other party. The professional liability policy will respond to an allegation of negligence in the performance of professional services and not indemnify a firm's client for those costs, losses or damages to the client to the extent they are due to the firm's negligence.

CONCERN: The professional liability policy will not pay the upfront cost to defend your client for an allegation of negligence in the performance of professional services. It will only pay actual damages, which could include the cost to the client to defend itself against a third party claim, but only after the costs are determined to be damages caused by the failure of the firm to meet the normal professional standard of care for the services performed.

RESPONSE: The interpretation and enforceability of indemnity provisions depends upon state law. There are significant differences on how jurisdictions interpret and enforce indemnity provisions. Accordingly, when drafting or reviewing indemnity provisions, consultation with legal counsel is essential. Your legal advisor might suggest the language below as an indemnification provision that works with professional liability insurance coverage and

Navigating Victor Contract Sifter

The screenshot shows the Victor Contract Sifter interface. The top bar includes the title "V Demo Contract Professional Service Agreement - Issue Sifter" and navigation buttons: "Get Advice", "Missing", "Found", "Train Sifter", "Share", and "Export". The main area displays a contract document with several paragraphs. A purple callout box points to a highlighted section of text, stating: "Highlight sample language in order to cut and paste into the contract". Another purple callout box points to the same highlighted section, stating: "Use keyboard commands 'Ctrl + C' to copy and 'Ctrl + V' to paste language". The right sidebar shows a list of items, including "Intellectual Property Ownership and No Transfer" and "Yvonne Castillo Added Content".

The screenshot shows the same Victor Contract Sifter interface. A purple callout box points to the highlighted text, stating: "Pasted sample language will appear in a different color". The right sidebar shows a list of items, including "Intellectual Property Ownership and No Transfer" and "Yvonne Castillo Added Content". A purple callout box points to the "Yvonne Castillo Added Content" item, stating: "Note that the author will be color coded to match the pasted language. Any comments and changes made by this author will be color coded too."

Navigating Victor Contract Sifter

SIFTER SUMMARY

- General Advice
- Missing
- Found

Found

- Arbitration
- Consequential Damages or Loss
- Dispute Resolution
- Governing Law
- Indemnification: Negligence
- Indemnification: Obligation to Indemnify
- Indemnification: Obligation to Indemnify
- Insurance: Additional Insurer, Reinsurance To
- Intellectual Property: Ownership and No Transfer
- Liquidated Damages
- Liquidated Damages

Click here to expand and view Sifters in alphabetical order. If you click on one of the concepts, you will be taken to where it was found within the contract

The "Share" feature allows you to collaborate on contract reviews with others in your organization

You can share and provide others with the authority to apply further edits

Start by entering the person's name and the system will auto-populate

Click "submit" to share the Sifted contract with your edits/comments. Recipients will be emailed with a link to access the document

Share Document

Add user by name or email

Name	Email	Permissions
Yvonne Castillo	yvonne.castillo+1@victorinsuran...	Editor (Share)

Cancel Submit

Navigating Victor Contract Sifter

The screenshot displays the Victor Contract Sifter interface. On the left, a 'SIFTER SUMMARY' sidebar shows three filter categories: 'General Advice' (checked), 'Missing' (checked), and 'Found' (checked). The main area shows a contract document with a 'MISSING: Negotiating Disputes' status. A purple callout box with white text is overlaid on the document, stating: 'If you want to export the Sifted and edited contract, click "export" to save and store the document on your PC'. The document text includes 'STATE OF DESSA', 'COUNTY OF ANYWHERE', and sections for 'PROJECT DESCRIPTION' and 'CONSULTANCY'S PROFESSIONAL SERVICES'.

The screenshot shows the Victor Sifter interface. At the top, there are navigation tabs for 'HOME' and 'DOCUMENTS'. Below the tabs, a toolbar contains buttons for 'OPEN', 'SHARE', 'TRASH', 'EXPORT', and 'PLAIN'. A table lists documents with columns for 'File Name', 'Document Type', 'Sifted', 'Shared?', and 'Actions'. One document is listed: 'V Demo Contract' (Professional Service Agreement - Issue Spotter), sifted 'Today at 3:54pm EST'. A purple callout box points to the 'TRASH' button, stating: 'When you click this checkbox, the toolbar above provides options for managing your documents, including deleting contracts'. Another purple callout box points to the 'Shared with me' folder in the left sidebar, stating: 'Clicking "Shared with me" displays a list of contracts that were shared with you to review'. The footer contains links for 'About LegalSifter', 'Sifter Library', 'Privacy Policy', and 'LegalSifter, Inc. All rights reserved.'.

Navigating Victor Contract Sifter

You can create folders and organize Sifted contracts by client etc.

When you create a folder, this pop-up box will appear enabling you to create a title

File Name	Document Type	Sifted	Shared?	Actions
V Demo Contract	Professional Service Agreement - Issue Spotter	Today at 12:26pm EST		OPEN
V Demo Contract	Professional Service Agreement - Issue Spotter	Today at 10:44am EST		OPEN

Click "?" for Help Center

Technical Support

Substantive Assistance

Help

- Contact LegalSifter for software support and issues
- 1 (224) 221-7438
- help@legalsifter.com
- Contact Victor for General Sifter Support
- siftersupport@victorinsurance.com

Frequently Asked Questions

1. How do I access Victor Contract Sifter?

Visit the School of Risk Management at www.victorinsuranceus.com/schoolofriskmanagement and log in. If you do not have an account yet, select “Register” to create an account.

2. I cannot login to my account

A. The password being entered is incorrect. If you cannot remember your password, click “[Forgot Password](#)” and an email will be sent to you so you can reset your password.

B. Accounts will be locked after five failed login attempts. This is a security precaution.

C. If you have not yet logged in to Victor Contract Sifter, your “getting started” email link may have expired. The email link expires after 14 days.

3. My link did not work?

The link included in our initial “getting started” email from Legal Sifter will expire after 14 days. To receive a new “getting started” email, please email help@legalsifter.com.

4. Which internet browsers are compatible with Victor Contract Sifter?

Google Chrome, Microsoft Edge, Firefox, Safari and Opera.

5. Why will my document not sift?

To troubleshoot the issue, please email help@legalsifter.com.

6. Which types of formatted documents will Victor Contract Sifter review?

You can Sift doc, docx, pdf, wordperfect and scanned documents (assuming the scanned version is readable).

Frequently Asked Questions

7. How many issues/concepts are flagged by Victor Contract Sifter?

There are 24 flagged issues/concepts including:

- Arbitration
- Consequential Damages or Loss
- Dispute Resolution
- Governing Law
- Indemnification: Defending Claims
- Indemnification: Infringing the Intellectual Property of Others
- Indemnification: Negligence
- Indemnification: Obligation to Indemnify
- Insurance: Additional Insured, References To
- Insurance: Cyber, References To
- Insurance: Professional Liability, Errors and Omissions, References To
- Intellectual Property: Ownership and No Transfer
- Jurisdiction: Establishing Jurisdiction
- Legal Fees: Dispute
- Limitation of Liability: Cap on Liability
- Liquidated Damages
- Mediation
- Negotiating Disputes
- Ownership of Deliverables
- Services: Standard of Care
- Time is of the Essence
- Warranty: Fitness for a Particular Purpose
- Warranty: Merchantability
- Work Made for Hire

Frequently Asked Questions

8. Before I export a Sifted document to a client, should I delete the issues flagged by Victor Contract Sifter?

This decision is up to you. If you want to share the issues and guidance that were flagged with a client, you can retain them, but the purpose of the guidance is to provide you with actionable ways to negotiate contracts and is intended for your own use. If you want to delete the machine-flagged issues, you can “bulk dismiss” before you export by clicking or unchecking the “Found” issues checkbox in the tool bar at the top of your screen. This will bulk dismiss all “Found” issues.

9. Why am I designated as the “author” of the machine-flagged issues?

If you are logged into the system and have Sifted a contract, you are considered the author because you have control over which issues are kept or dismissed.

10. Will Victor have access to the contracts being Sifted? How is Victor maintaining confidentiality?

As administrators of the program, Victor can monitor which users are running Sifts and the names of the contracts being Sifted, but will not have access to the contracts themselves.

11. How does this service compare to human reviews?

Victor Contract Sifter is not a substitute for human review of a contract. Instead, it provides the user with an automated do-it-yourself issue review and provides actionable guidance on those issues in the context of the contract so that you can understand better the associated risks and make informed changes and redlines. The Sifted document can be exported as a Microsoft Word file or can be shared with other Victor Contract Sifter users in your firm to optimize collaboration among multiple reviewers.

12. How accurate is Contract Sifter?

It performs well when Sifting professional services agreements with clients. This tool is optimized for professional services agreements in the prime position contract structure. If you are using this tool to Sift a prime-subconsultant professional services agreement, be aware that you may also be agreeing to uninsurable and unmanageable risks in the prime agreement that flow down directly to you so you may want to consider Sifting those professional agreements as well. Note, this tool is optimized for a traditional Design-Bid-Build contractual structure. It could work for Design-Build (DB) contracts when the user is a subconsultant to a DB contract, but it’s important to note that DB has its own unique practice management issues and the Sift isn’t optimized for all of those issues.

13. What types of AI are used in the Victor Contract Sifter tool?

There are two types: machine learning and natural language processing.

Frequently Asked Questions

14. Do Sifters make mistakes?

Sifters are trained to read text and look for a specific concept. They learn from experience and improve over time. The Sifters do their job extremely well, but they may still make mistakes from time to time. If you see what looks like a Sifter error, you can report it to us using the Sifter Trainer. Please refer to this [help article](#) for instructions on where to find/how to use the Sifter Trainer. After a Sifter error is reported to the Sifter Trainer, our software partner will retrain the Sifter in 5 to 10 business days to ensure the Sifter never makes the same mistake again.

15. Where is my data stored and is it secure?

Your data is secure. Our software partner, LegalSifter, currently hosts Victor Contract Sifter (and LegalSifter's other applications) at Amazon Web Services (AWS) Northern Virginia. AWS data centers are state-of-the-art, housed in non-descript facilities, but controlled physically with the strictest of processes. LegalSifter also encrypts data at rest and deploys its solutions (including Victor Contract Sifter) as software-as-a-service with multi-tenancy. Unique login keys are used to ensure that users are only able to access data that is available for and associated with their account. To learn more about what LegalSifter does to keep your data safe, please visit LegalSifter's [Cloud Security Page](#).

16. What is a Sifter?

Sifters are artificial intelligence (AI) algorithms that are trained to read text and look for a specific concept. They learn from experience and improve over time. LegalSifter's Sifters use two types of artificial intelligence to solve this problem: machine learning (ML) and natural language processing (NLP). NLP teaches computers to interpret human language as written, regardless of style. LegalSifter's Sifters use NLP to convert text into meaning. LegalSifter trains their Sifters with machine learning to identify a specific concept, like a consequential damages waiver. Their lawyers find hundreds or thousands of examples of a specific concept. Their Data Science team uses machine learning to find the intangible thread that binds the writing of lots of lawyers, all with their own grammatical flair. As more of their clients use the Sifters, they improve.

17. How are Sifters built?

It is a 9-step process involving 2 to 3 attorneys and 1 to 2 Data Scientists. It takes the LegalSifter team between 3-5 weeks to build a Sifter. The attorneys review thousands of sentences or phrases that may or may not address the concept covered (usually from 500+ private and public contracts from around the world). When the attorneys have sufficient data, they pass the data over to their data scientists, who then build the machine learning algorithm that uses natural language processing — the Sifter. When their data scientists believe they have hit the quality thresholds established by the LegalSifter team, the Sifter goes through final testing and then is launched into production.

Frequently Asked Questions

18. How do I redline a Sifted contract using sample industry language?

If you want to edit a Sifted contract using either the built-in Victor guidance or your own preferred contract language, you can cut and paste language into the Sifted contract. Use keyboard command “Ctrl + C” to copy the language you want inserted and keyboard command “Ctrl + V” to paste the language into the specific location within your document. You can also delete language in a Sifted contract by highlighting the language you want to remove and using keyboard command “Delete.”

19. Does Victor Contract Sifter use my contracts for Research & Development (R&D) purposes?

LegalSifter asks permission from their clients to use data from their contracts for R&D purposes, including building out additional Sifters and improving existing Sifters. More than 75% of clients opt-in.

For general help on your sifted documents, please email:
siftersupport@victorinsurance.com

For login and password queries, please email:
siftersupport@victorinsurance.com

For technical support, please contact:
727-221-SIFT (7438) or help@legalsifter.com

This document is for illustrative purposes only and is not a contract. It is intended to provide a general overview of the program described. Please remember only the insurance policy can give actual terms, coverage, amounts, conditions and exclusions. Program availability and coverage are subject to individual underwriting criteria.