DocuSign®

The Global Standard for
Digital Transaction Management™

Legality of Electronic Signatures

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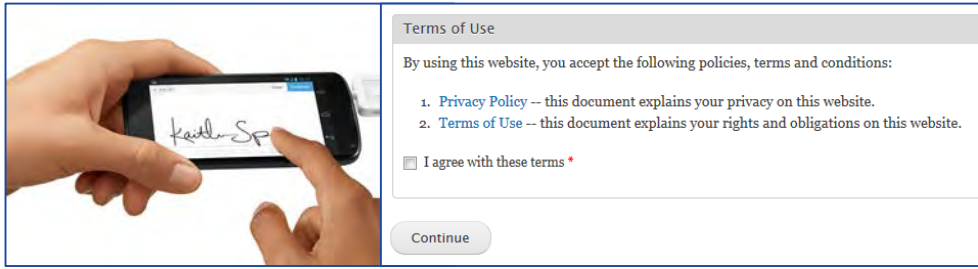
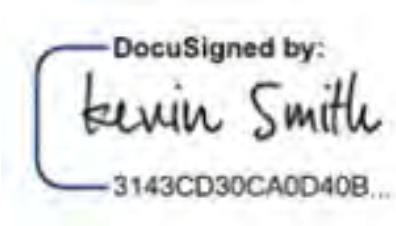
Agenda

- Primer on Electronic Signatures
- State of the Law in Colorado
- Exceptions
- Case Law Support
- Trends

What is an Electronic Signature?

- Sound, symbol, process
- Associated with record
- Executed or adopted
- By a person with intent to sign





State of the Law

- ESIGN Act
- UETA
- Colorado Adopts UETA (with some modifications)
- Article 71.1 of the State Administrative Procedure Act

Classic UETA Exceptions

- Consumer transactions require consent and opt-out rights
- Wills, family documents
- Court documents made under oath*
- Negotiable instruments

Colorado Additions

- Identity verification/Attribution requirements
- Security requirements

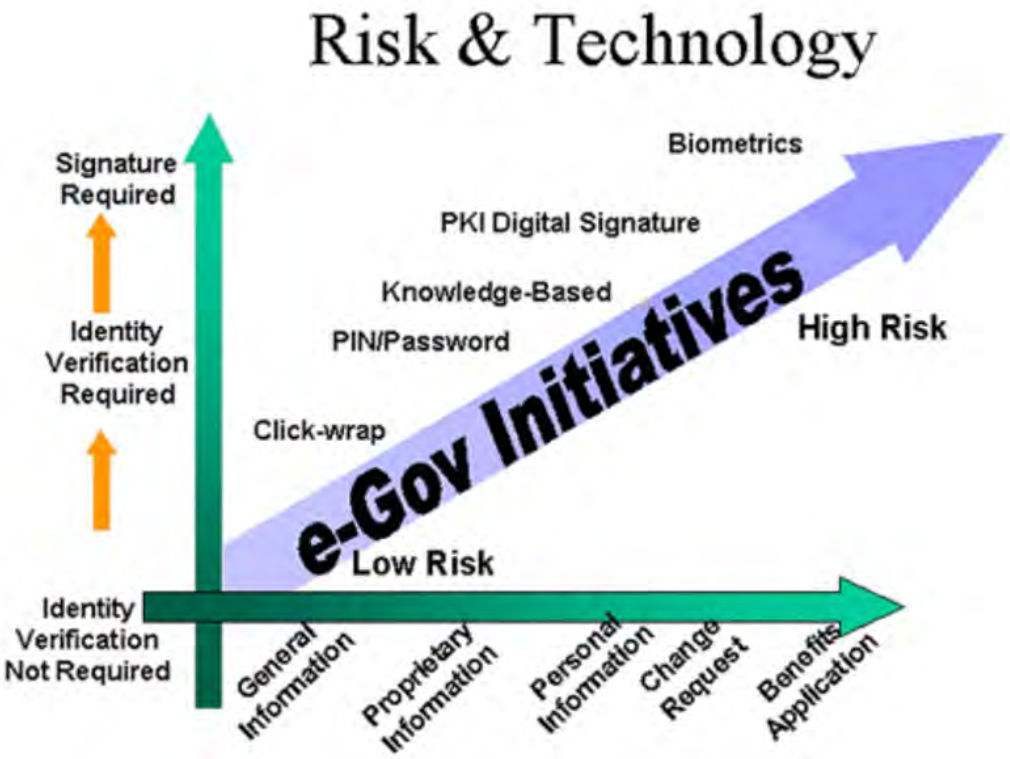
Exceptions in Colorado - Takeaway

- Exceptions do not necessarily mean that electronic signatures cannot be used, just that UETA does not apply.
- Largely consumer-based, personal transactions
- When in doubt, seek consent. (DocuSign does this by default).

Case Law Support in the 10th Circuit

QWEST Litigation	ARNOLD OIL PROPERTIES v. SCHLUMBERGER TECHNOLOGY	Buckles Management, LLC v. Investordigs, LLC	Sollner v. Linton (California)
Court's Focus: Clickwraps **Issue**: Whether a clickwrap agreement is enough to compel arbitration? **Holding**: Yes, but evidence problems… **Takeaway**: Multiple forms of authentication increase attribution confidence and reduce chance of later litigation	**Court's Focus: Technology** **Issue**: Whether a eSignature product that hid certain terms of a contract rendered that contract unenforceable? **Holding**: Yes. **Takeaway**: Don't build your own e-sign software	**Court's Focus: Intent** **Issue**: Whether an email constitutes "electronic signature" under ESIGN? **Holding**: Not in this case **Takeaway**: Put in place a system of signature authority and approval workflows.	**Court's Focus: DocuSign** **Issue**: Whether the use of DocuSign is a valid means of entering into a lease in California **Holding**: Yes. **Takeaway**: DocuSign is recognized by courts across the world as a credible electronic signature provider

Risk Based Analysis



How DocuSign Assures Attribution

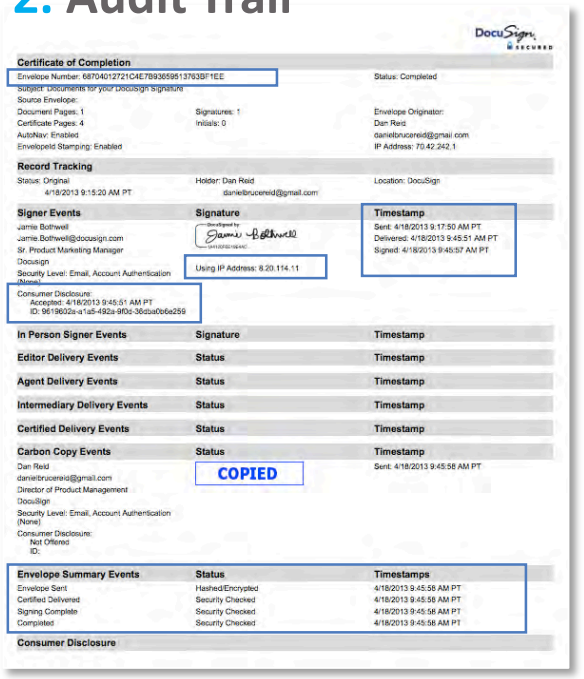
1. Signer Identity

Primary	Multifactor add-ons		KBA or In Person
Email Address	Access Code	Third Party	ID Check
DocuSign Account	SMS	Social ID	Electronic Notary
Federated/ SSO	Phone	Digital Certs	

Industry-Leading Choice of Authentication Options

Enterprise Add-On Standard Method

2. Audit Trail



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Status: Completed

Subject: Documents for your DocuSign signature

Source Envelope:

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Certificate Pages: 4
AutoNav: Enabled
EnvelopeId Stamping: Enabled

Signatures: 1
Initials: 0

Envelope Originator:
Dan Reid
danielbrucereid@gmail.com
IP Address: 70.42.242.1

Record Tracking

Status: Original
4/18/2013 9:15:20 AM PT

Holder: Dan Reid
danielbrucereid@gmail.com

Location: DocuSign

Signer Events	Signature	Timestamp
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In Person Signer Events	Signature	Timestamp
Editor Delivery Events	Status	Timestamp
Agent Delivery Events	Status	Timestamp
Intermediary Delivery Events	Status	Timestamp
Certified Delivery Events	Status	Timestamp
Carbon Copy Events	Status	Timestamp
Dan Reid danielbrucereid@gmail.com Director of Product Management DocuSign Security Level: Email, Account Authentication (None) Consumer Disclosure: Not Offered ID:	COPIED	Sent: 4/18/2013 9:45:58 AM PT
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Consumer Disclosure		

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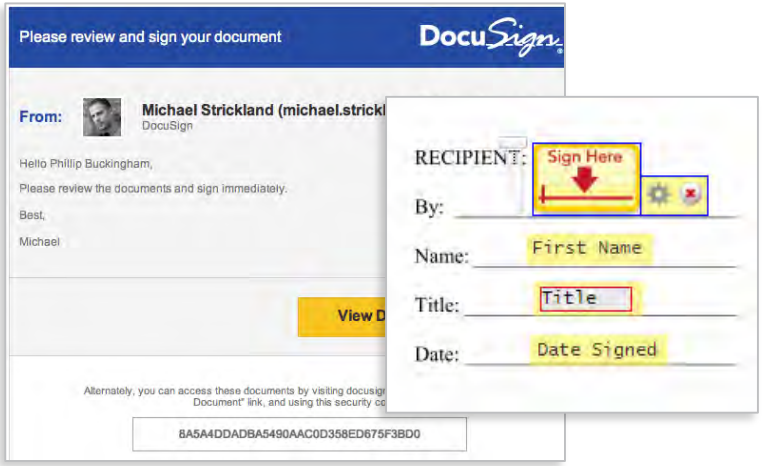
How DocuSign Assures Record Integrity

Restricted Access



- Tags
- Email Access Code
- Recipient Roles
- Hashing and Encrypting
- Tamper Evident

Security Certifications

State of Local Government Product

- Leverages FedRAMP Infrastructure
- Sequestered Cryptographic keys
- Sequestered Data
- Plus more advanced features!

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Trends

- Mobile Contracting
- Presentation and Agreement to Terms
- New Federal Attribution Guidance

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Questions?