

## Sample Checklist for Agreements for Services

- 1) Name and description of the parties
- 2) Description of services to be performed
- 3) Objectives to be accomplished
- 4) Term of agreement
  - a) Effective date
  - b) Expiration
- 5) Deliverables
- 6) Performance reviews (progress reports)
- 7) Fees and expenses
  - a) Maximum dollar limits
  - b) Time and material
  - c) Rates of consultants
  - d) Travel and expense
  - e) Invoicing and payment schedule
  - f) Accounting and records substantiation
  - g) Audit rights
- 8) Final acceptance
- 9) Responsibilities of parties
- 10) Standards of performance
- 11) Ownership of data and information produced / work for hire
- 12) Disclosure and assignment of all copyrights and other inventions produced
- 13) Warranties and remedies
- 14) Non-disclosure provision
- 15) Indemnification
- 16) Limitation of liability
- 17) Insurance
  - a) Liability
  - b) Worker's Comp
  - c) Errors and omissions
- 18) Termination
  - a) Company right to terminate for convenience
  - b) Termination for default
  - c) Mechanics of termination
- 19) Mechanic's liens
- 20) Independent contractor status
- 21) Key personnel of consultant/supplier
- 22) Conflict of interest
- 23) Nonsolicitation / noncompetition
- 24) Licenses and permits
- 25) Compliance with laws
- 26) Compliance with company policies
- 27) Safety
- 28) General
  - a) Entire agreement
  - b) Governing law
  - c) Notices
  - d) Order of precedence
  - e) Assignment
  - f) Modifications / amendments
  - g) Severability
- 29) Incorporation of RFP and seller's proposal
- 30) Attachments
- 31) Signatures

### Sample Checklist for Agreements for Products / Capital Equipment

- 1) Name and description of the parties
- 2) Description of equipment / products
  - a) Definition of specifications
  - b) Intended use of the equipment/products
  - c) Right to make changes to equipment/products
  - d) Price protection for changes
- 3) Price and payment
  - a) Contract price
  - b) Taxes
  - c) Payment schedule
  - d) Holdback for final acceptance
  - e) Payment terms
- 4) Term of agreement
  - a) Effective date
  - b) Expiration date
  - c) Termination for convenience
  - d) Termination for default
- 5) Delivery
  - a) Date
  - b) Freight / insurance
  - c) Liquidated damages for delay (late delivery)
- 6) Title and security interest
- 7) Installation
  - a) Schedule
  - b) Site specifications
  - c) Preparation of site
- 8) Testing and acceptance
  - a) Acceptance criteria
  - b) Length of acceptance / test period
  - c) Buyer's obligations
- 9) Warranties
  - a) Performance, reliability
  - b) Remedies
  - c) Response and repair times
- 10) Liquidated damages (incentive for timely response)
- 11) Incorporation of RFP and seller's proposal
- 12) Commencement of warranty; final acceptance
  - a) Length of warranty
  - b) Warranty against patent infringement
  - c) Availability of back-up system
- 13) Future maintenance
  - a) Price protection
  - b) Description of the services
  - c) Availability of technical support, pricing
  - d) Training
  - e) Length
  - f) Number of trainers and attendees
  - g) Location
- 14) Documentation
  - a) Type, format, number
- 15) Buyer responsibilities
  - a) Site prep
- 16) Software licenses
- 17) Intellectual property rights
- 18) Technology updates
  - a) Availability
  - b) Price protection
- 19) Trade-in credits
- 20) Right to relocate at no charge
- 21) Right to outsource at no charge
- 22) Spare parts availability
  - a) Price protection
- 23) Safety regulations
  - a) Access to company facilities
- 24) Confidentiality
- 25) Insurance Requirements
- 26) Indemnification
- 27) Escrow of designs and manufacturing data
- 28) General
  - a) Entire agreement
  - b) Governing law
  - c) Order of precedence
  - d) Notices
  - e) Assignment
  - f) Modifications
  - g) Severability
- 29) Exhibits
- 30) Signatures