**PACE UNIVERSITY**

**CONTRACT-NEGOTIATION CHECKLIST**

**The following are matters that should be taken into consideration when negotiating a Pace University contract. Please contact the University Counsel office with any related questions.**

\_\_\_\_\_\_ **Complete Legal Name of Vendor or Consultant**

\_\_\_\_\_ **Independent Contractor Questionnaire** [When consultant is an individual]

\_\_\_\_\_\_ “**Term**” of agreement (Start Date, Expiration Date) clearly stated.

\_\_\_\_\_\_ **Dollar Amount**

Payment Terms: \_\_\_\_\_Lump Sum \_\_\_\_\_Installments

\_\_\_\_\_\_ **Scope of Work/Service(s)/Duties**

\_\_\_\_\_\_ **Intellectual Property**:

If Pace is paying to create intellectual property, does agreement clearly say that Pace **owns** work created for it under agreement? (Under current U.S. copyright law, if agreement doesn’t specify Pace as owner, then vendor/consultant automatically owns it.) If not, is Pace being granted a **license** (the right to use someone else’s intellectual property)? If a license, has University Counsel approved its provisions?

\_\_\_\_\_ **Insurance**: If vendor/consultant wants to change standard insurance provisions, University Risk Manager has reviewed and approved proposed change

\_\_\_\_\_ **Indemnification**: If vendor/consultant wants to change standard indemnification provisions, University Risk Manager has reviewed and approved change

\_\_\_\_\_ **Termination**: Can Pace end the agreement before expiration date? Under what circumstances? Can the vendor end the agreement before expiration date? Under what circumstances?

\_\_\_\_\_ **Renewal**: Do the parties want to provide that they can **renew** the agreement (extend it past the original expiration date)? If so, is the renewal automatic (without action by Pace and/or vendor/consultant)? Or do the parties need to notify each other by a certain date of intent to renew? If automatic, can Pace stop the automatic renewal by notifying other party?

\_\_\_\_\_ **Signature**: Is person signing for Pace **authorized** to do so (either Toby Winer or her written designee)?