



## BOOKS FOR BARRISTERS

### **Computer contracts-popular works**

Monassebian (Jeff) *A survival guide to computer contracts: How to select and negotiate for business computer systems.* Great Neck, NY, Application Publishing, 1996. 304 pp. \$24.95. To order call (800) 275-2606.

In recent years, many businesses have automated their operations. Some have migrated to a more advanced technology system. According to the author, approximately 30 to 40 percent of all computer system installations fail. As failures occur, disputes among system vendors and purchasers could lead to extended settlement negotiations or complex lawsuits.

The common causes of system implementation failures, as identified by the author, include insufficient requirements definition, haphazard system review, evaluation and testing, inadequate vendor due diligence, and insufficient user involvement during implementation.

A requirements definition is a comprehensive list of tasks and functions that the company wants the computer system to perform. Based on the requirements definition, a request for proposal (RFP) should be prepared and used to evaluate vendors' proposals.

The vendor due diligence is a multi-step process involving reference verification, site visits, review of the vendor's financial health, reliance on third party software, and availability of a user group.

During the implementation process, the company must take an active role to examine the progress, meet with the vendor's project manager regularly, and detect and correct any deviations from specifications at an early state. However, most company executives are usually unprepared to face the challenges of selection, procurement, negotiation and implementation of new technology.

Likewise, many attorneys and in-house counsel often find themselves operating in an unfamiliar terrain, when they must represent their clients in each step of the process.

This book is not a treatise on computer contract law for lawyers. It is a practice guide for computer and information technology acquisition and implementation.

In addition to strategies for conducting negotiations during the procurement and implementation process, the author discusses other important topics and related issues, such as the legal and practical differences between pre-packaged, customized and custom software; alternative implementation strategies including outsourcing and systems integration; trial use, tax and leasing considerations; and methods for resolving vendor-client disputes.

The book contains recommended contract clauses and analysis covering all aspects of a computer system procurement agreement. There are 11 sample agreements, a sample request for information, and a sample request for proposal in the appendix section.

The concise guide should serve as a useful tool for business executive, manager, attorneys and in-house counsel to accomplish their task of contracting for a desirable business computer system.

The author was a partner and general counsel of one of the leading software development companies for more than ten years. He is now in private practice specializing in computer technology transactions.

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