

Automated Procurement System

built with

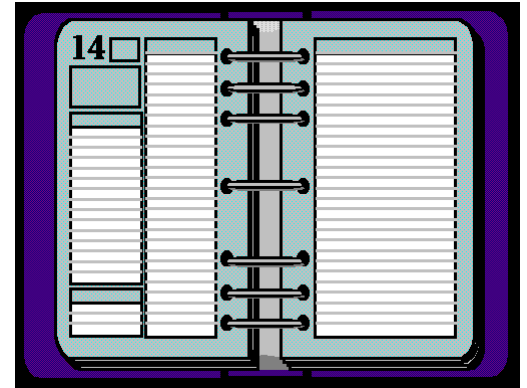
MasterDraft 3.0

*Presentation and prototype prepared by
Seth G. Rowland, Esq.
First Draft Legal System, Inc.*

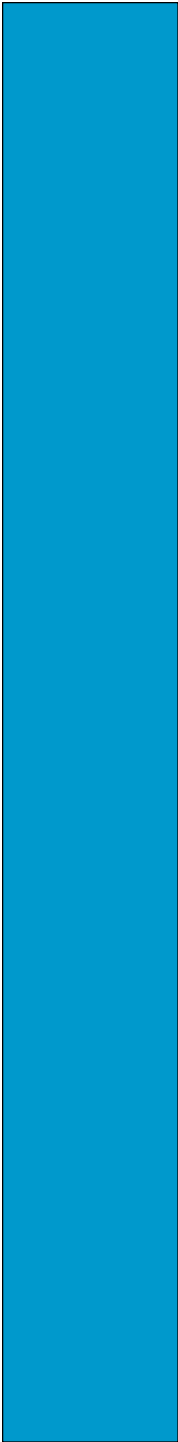


www.masterdraft.com

Agenda



- Info on MasterDraft & First Draft
- Current Customers
- Highlights of the Procurement System
- Next Steps & Questions
- MasterDraft Authoring



Don't Reinvent the Wheel. With MasterDraft you can ...

- Reengineer the Creation of Procurement Contracts and Other Agreements
- Maximize Legal Expertise of Your Organization
- Minimize Time and Cost of Document Preparation
- Complete Projects On Time & Under Budget
- Improve Workproduct and Avoid Costly Errors



MasterDraft Allows You To . . .

- Build multi-document systems based on your own precedents.
- Rapidly produce highly customized legal documents.
- Focus on strategic issues, while fostering consistency and quality control.
- Use staff more efficiently without reducing work quality.



MasterDraft Version 3.0 and First Draft Legal System, Inc.

The Software

- Designed by lawyers for lawyers
- Extensive field testing over 10 years
- Free upgrades during term of service agreement

The Company

- Consultants are licensed attorneys
- 24-hour telephone hotline support
- Fixed fee for custom software



You're in Good Company

- American Savings Bank
- Blue Cross and Blue Shield of NC
- California Edison
- Merck & Co.
- NYCTA
- Pacific Bell
- Port of Portland
- Cadwalader Wickersham & Taft
- Cravath, Swaine & Moore
- Morrison & Foerster
- Orrick, Herrington & Suttcliffe
- Sidley & Austin
- Wachtell Lipton

Getting Started -- An Expert System on Every Desktop

MasterDraft for Windows

First Draft *MasterDraft for Windows*

(C) Copyright 1994, 1995, 1996
All Rights Reserved
First Draft Legal System, Inc.
Sausalito, California U.S.A.

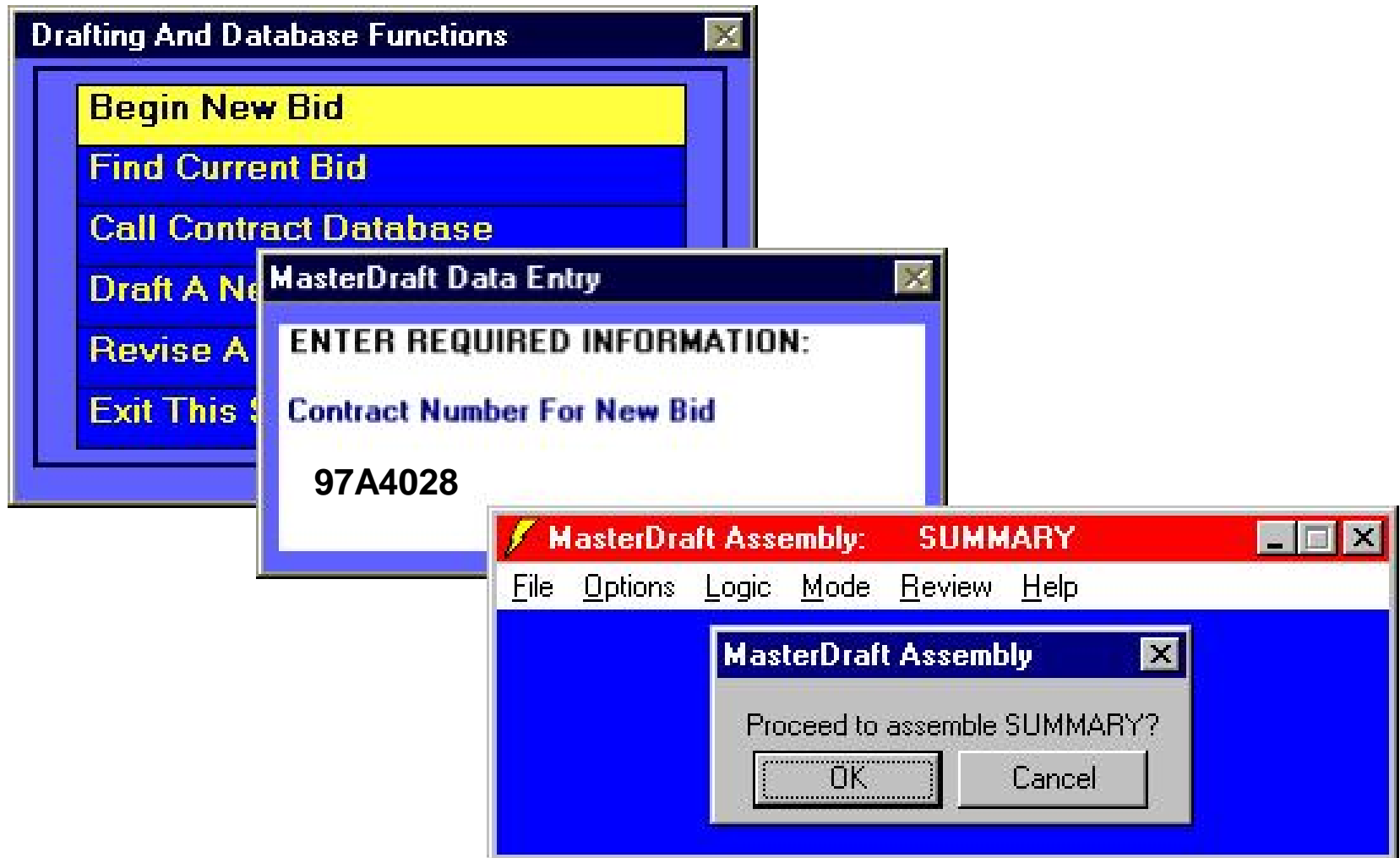
Licensed User:
Licensed Firm: **New York City Transit**

New York City Transit Authority
Procurement Bids & Contracts
Automated Drafting System

Drafting And Database Functions

- Begin New Bid**
- Find Current Bid**
- Call Contract Database**
- Draft A New Document**
- Revise A Document**
- Exit This System**

Basic data entry starts the bid assembly process



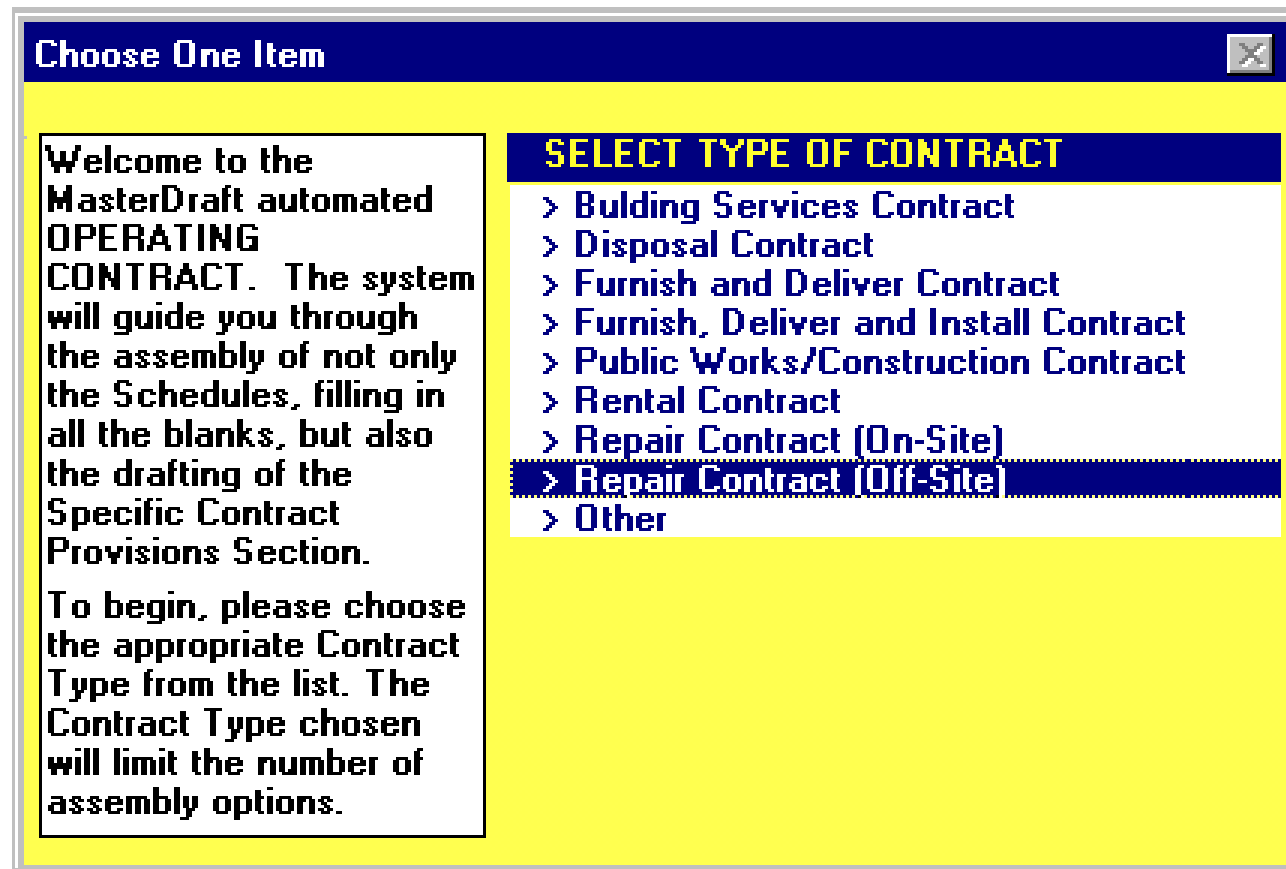
Customized worksheets ease entry of information for bid profile

Just click on help menu for any questions.

The image shows a software interface with a yellow background. At the top, there is a menu bar with 'Exit', 'Help', 'Save', and 'Blank'. Below the menu bar, there are five rows of data entry fields. Each row has a blue label box on the left and a white text box on the right. The data entered in the text boxes is: '97J7000', 'Repair and Maintenance of 2-Way Pagers', '\$200,000', 'Joseph Herrod', and 'Jim Curry'. A red arrow points from the 'Help' menu item to a dialog box titled 'MasterDraft Variable Template'. The dialog box contains the text: 'Help Screen For Variable Entry' and 'Enter the estimated value of the Contract. This number is for internal use only and not to be disclosed to the bidders. It is used to determine special contract requirements at the \$100,000, \$250,000 and \$1,000,000 threshold.' There is an 'OK' button at the bottom of the dialog box.

Label	Value
CONTRACT NUMBER	97J7000
PROJECT DESCRIPTION	Repair and Maintenance of 2-Way Pagers
ESTIMATED CONTRACT VALUE	\$200,000
PROCUREMENT SPECIALIST	Joseph Herrod
PROJECT MANAGER	Jim Curry

A List of Contract Types Both Categorizes and Shapes



Choose One Item

Welcome to the MasterDraft automated OPERATING CONTRACT. The system will guide you through the assembly of not only the Schedules, filling in all the blanks, but also the drafting of the Specific Contract Provisions Section.

To begin, please choose the appropriate Contract Type from the list. The Contract Type chosen will limit the number of assembly options.

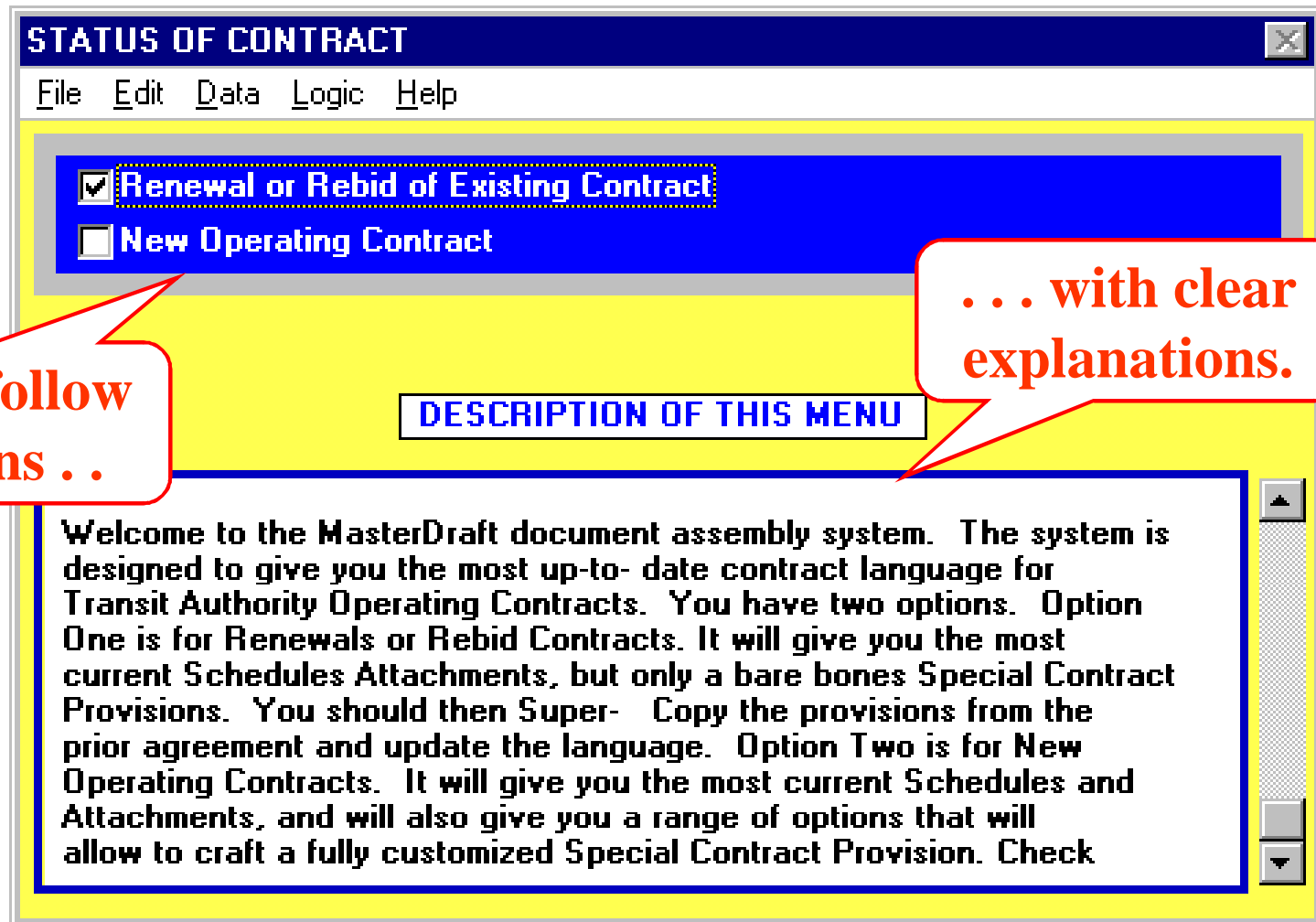
SELECT TYPE OF CONTRACT

- > Bulding Services Contract
- > Disposal Contract
- > Furnish and Deliver Contract
- > Furnish, Deliver and Install Contract
- > Public Works/Construction Contract
- > Rental Contract
- > Repair Contract (On-Site)
- > **Repair Contract (Off-Site)**
- > Other

Profile's complete. Now let's draft the bid documents.

The image displays a series of overlapping software windows from a drafting application. The top-most window is titled "Drafting And Database Functions" and contains a menu with options: "Begin New Bid", "Find...", "Call...", "Draft...", "Revis...", and "Exit T...". Below it is a window titled "Automated Documents" with a highlighted "Procurement: Bid/Contract" option and an "Exit Doc..." button. A third window, "MasterDraft Assembly", is partially visible with the text "Proceed to assemble F:\MDW\MDWDATA\NYCTA?". The bottom-most window is "User Data Entry", which prompts the user to "ENTER REQUIRED DATA FIELD:" and shows the example "Descriptive Name For New DECISION Data File" with the value "Repair of Tires". A red speech bubble points to the "Automated Documents" window with the text "Room for additional documents."

Questions and explanations guide the assembly process.



Easy to follow questions . .

. . . with clear explanations.

With Menus you choose only what you need.

**Just click
on the
appropriate
boxes.**

BASIC ELEMENTS OF THE BID DOCUMENT [Close]

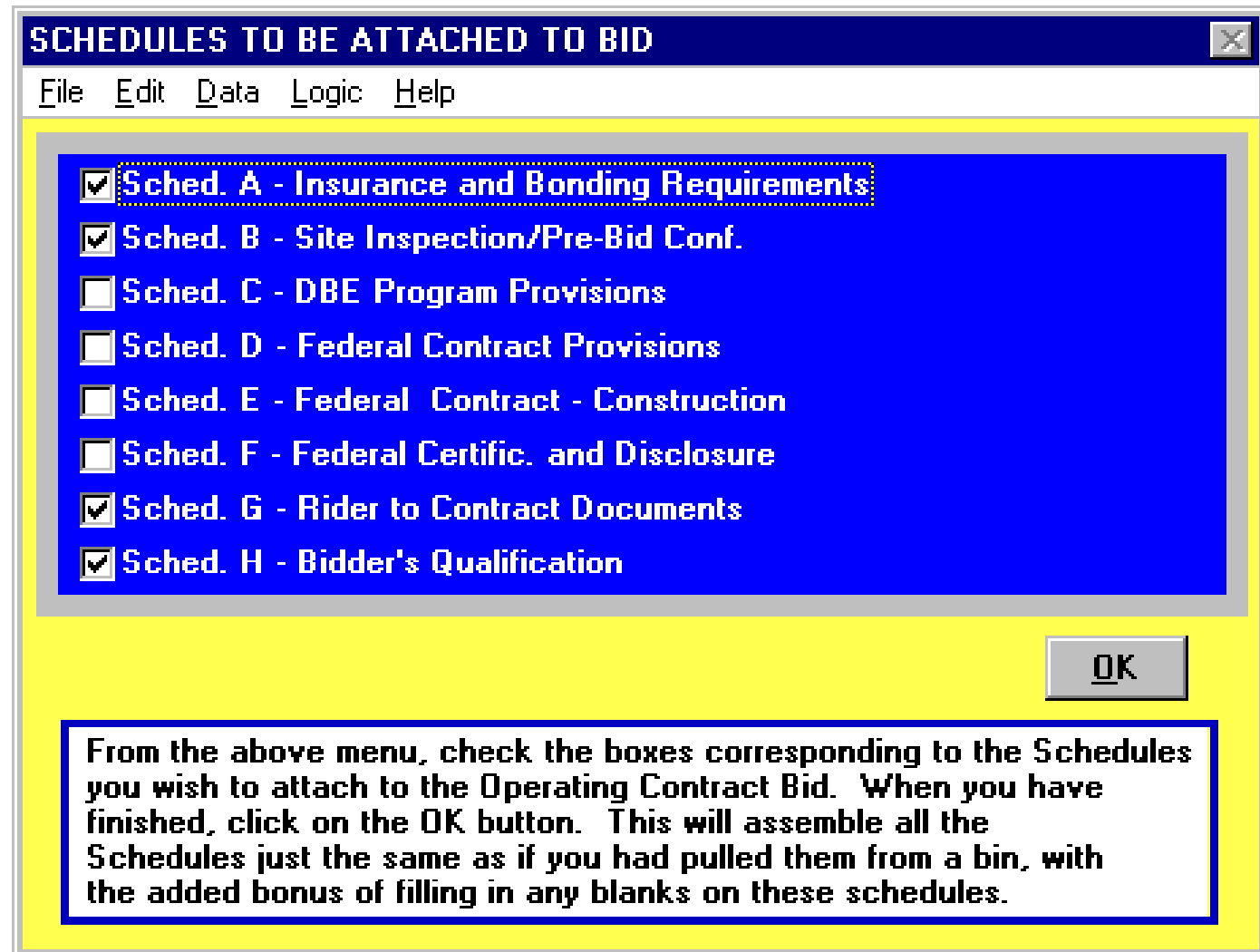
File Edit Data Logic Help

- Important Notice to Bidders
- Information for Bidders
- Special Contract Provision
- General Contract Provisions
- Operating Contract Bid Document
- Technical Specifications
- Contract Drawings or Other Item
- Form of Bonds Section

DESCRIPTION OF THIS MENU [OK]

Choose the elements of the Basic Operating Contract Bid that apply. Check the appropriate boxes to include. In most instances, you should check all the boxes. However, in some circumstances, there may be no Contract Drawings, so the corresponding boxed would not be checked.

Attach the required schedules.



SCHEDULES TO BE ATTACHED TO BID

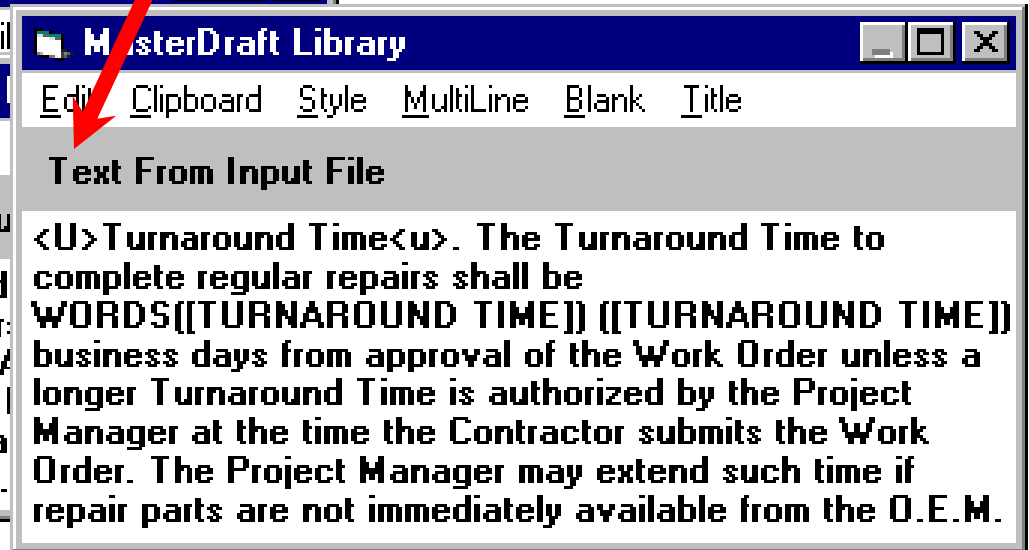
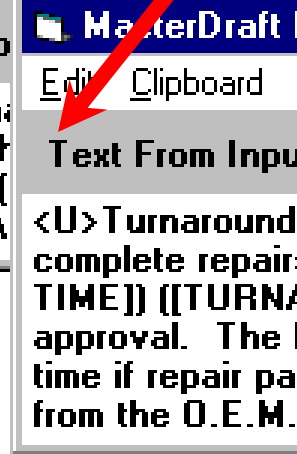
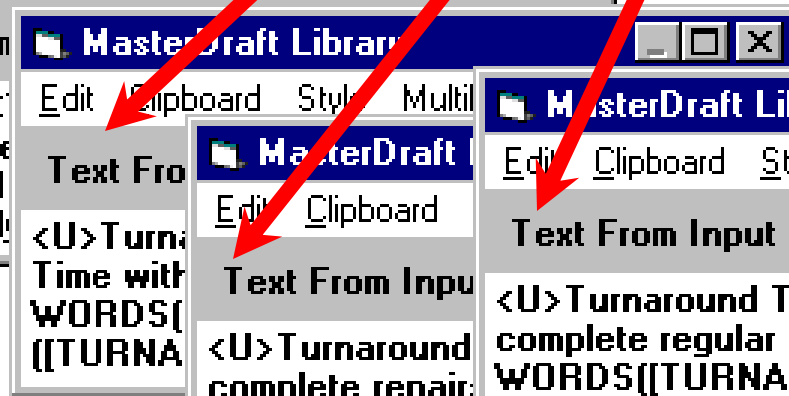
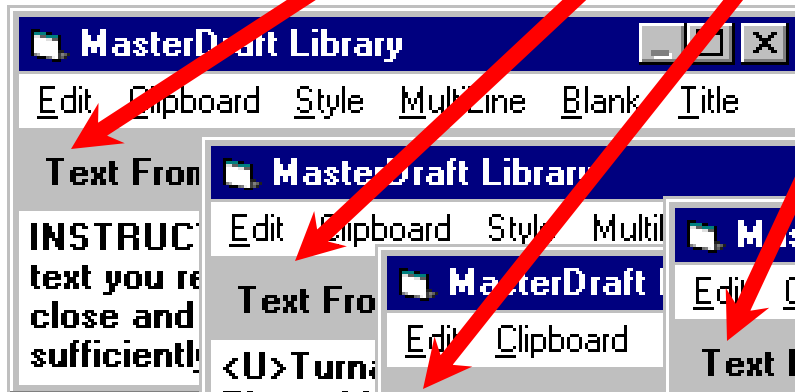
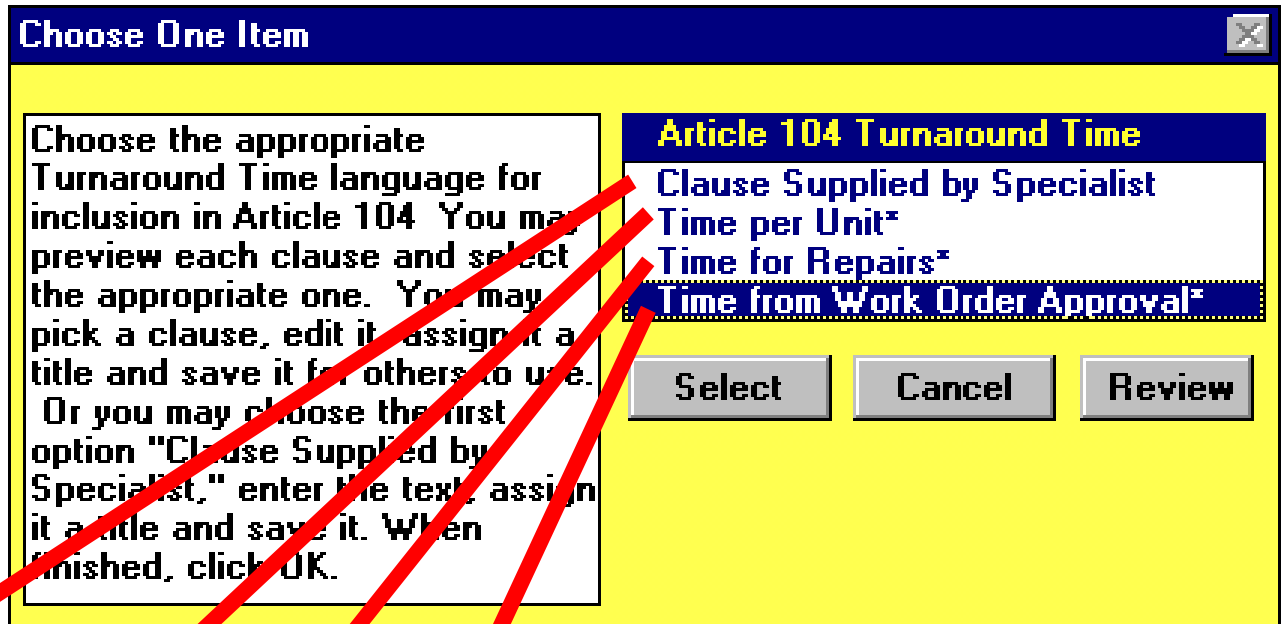
File Edit Data Logic Help

- Sched. A - Insurance and Bonding Requirements
- Sched. B - Site Inspection/Pre-Bid Conf.
- Sched. C - DBE Program Provisions
- Sched. D - Federal Contract Provisions
- Sched. E - Federal Contract - Construction
- Sched. F - Federal Certific. and Disclosure
- Sched. G - Rider to Contract Documents
- Sched. H - Bidder's Qualification

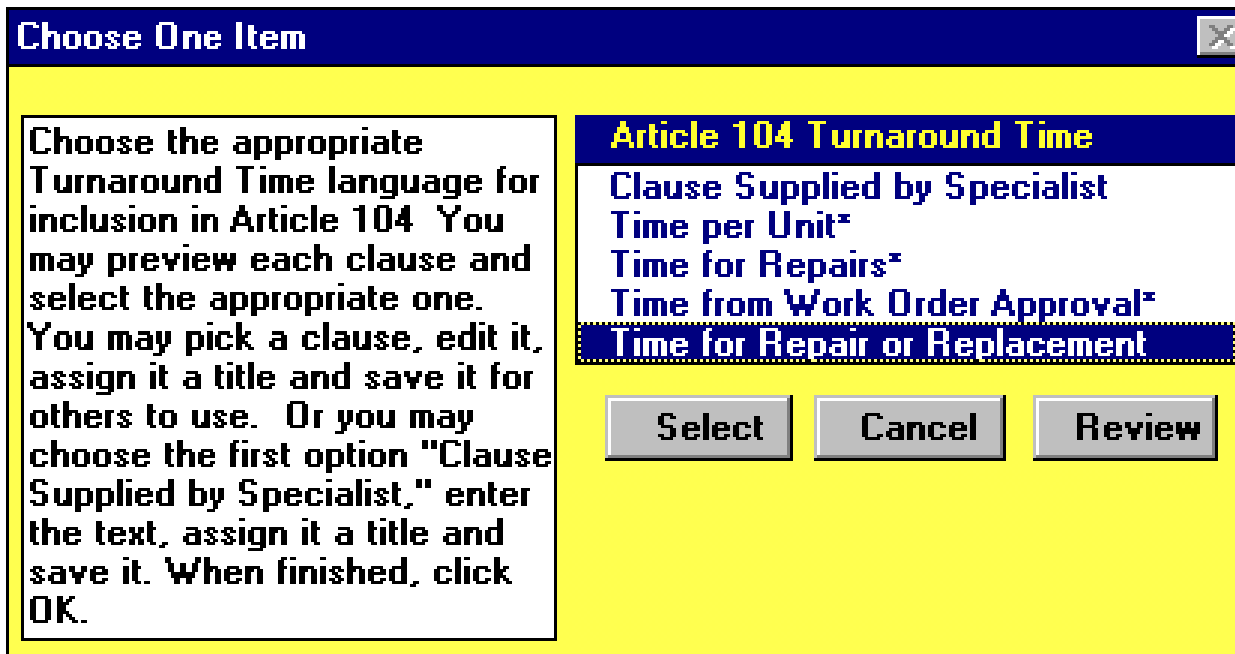
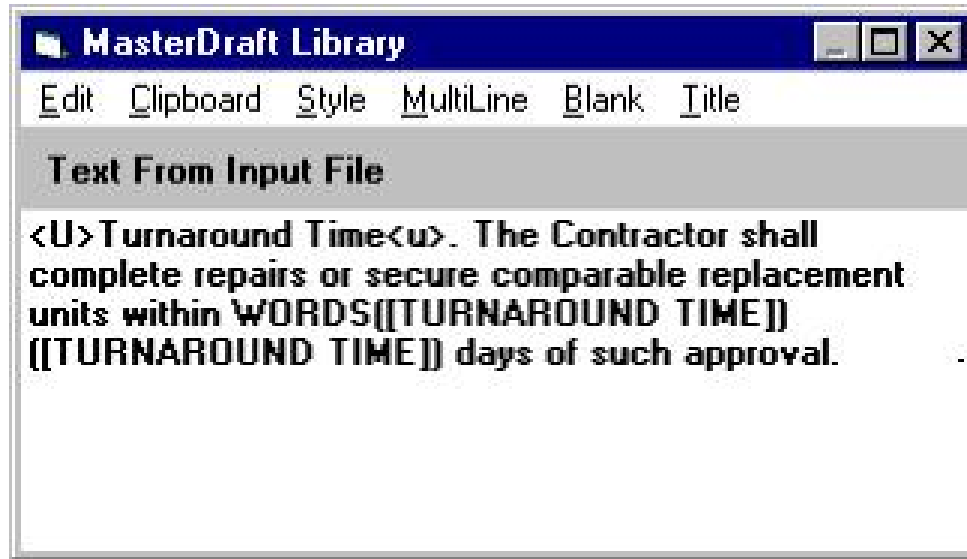
OK

From the above menu, check the boxes corresponding to the Schedules you wish to attach to the Operating Contract Bid. When you have finished, click on the OK button. This will assemble all the Schedules just the same as if you had pulled them from a bin, with the added bonus of filling in any blanks on these schedules.

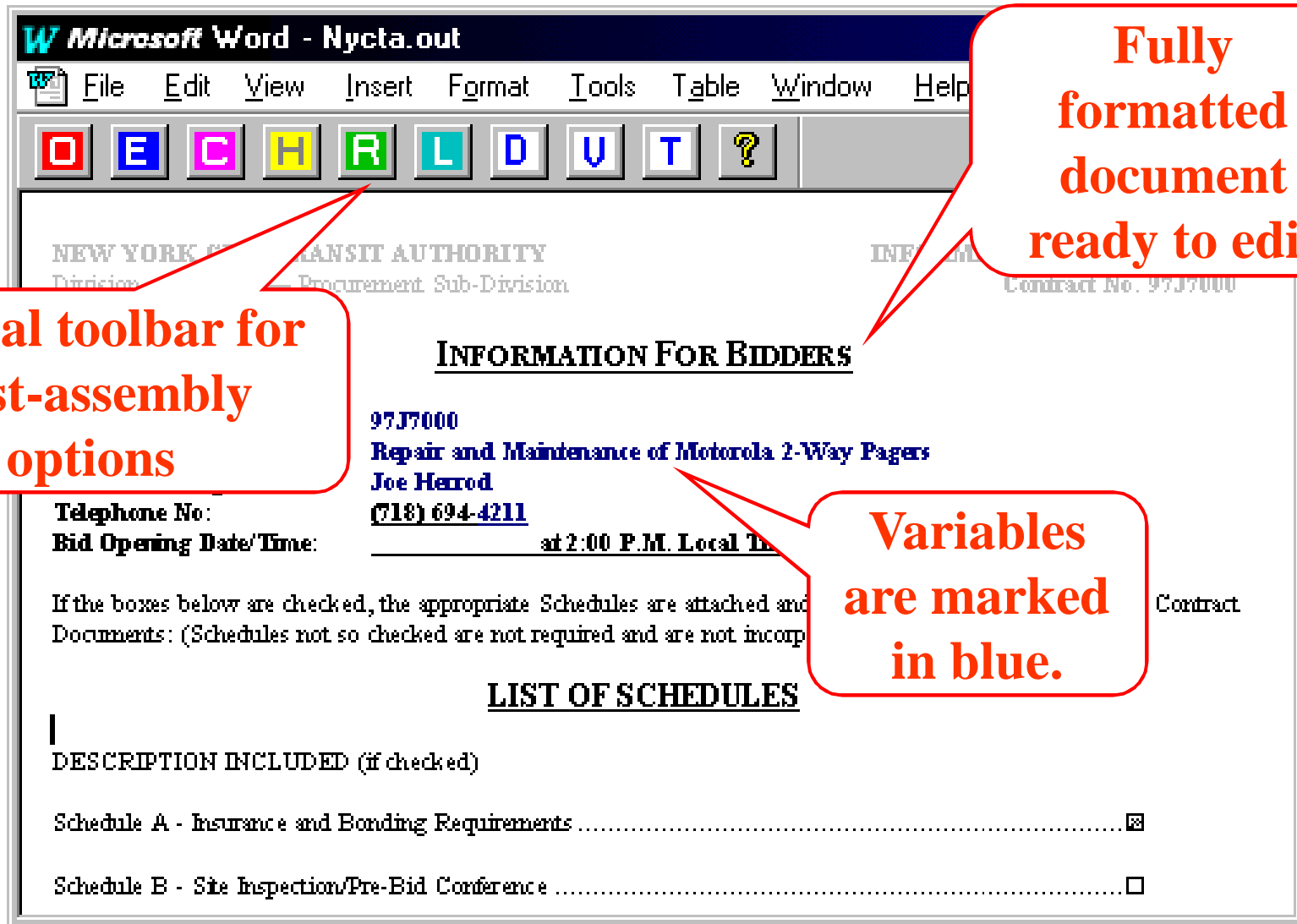
Clause libraries to preview & modify.



An Evolving Library



Launch Word for further editing.



Fully formatted document ready to edit

Special toolbar for post-assembly options

Variables are marked in blue.

Review Decisions & Variables

Microsoft Word - Nycta.out

File Edit View Insert Format Tools Table Window

NYC TRANSIT AUTHORITY
Division of Materiel — Procurement Sub-Division

DECISION & VARIABLES
Contract No. 97J7000

REVIEW OF DECISIONS

- 10 Renewal or Rebid of Existing Contract
- 11 New Operating Contract
- 20 *Contract Type
- 21 *Funding Source
- 22 *Estimated Contract Value
- 30 Include Important Notice to Bidders
- 31 Include Information for Bidders
- 32 Include Special Contract Provision
- 33 Include General Contract Provisions
- 37 Include Operating Contract E Document
- 40 Technical Specifications Need to be Attached

Microsoft Word - Nycta.out

File Edit View Insert Format Tools Table Window

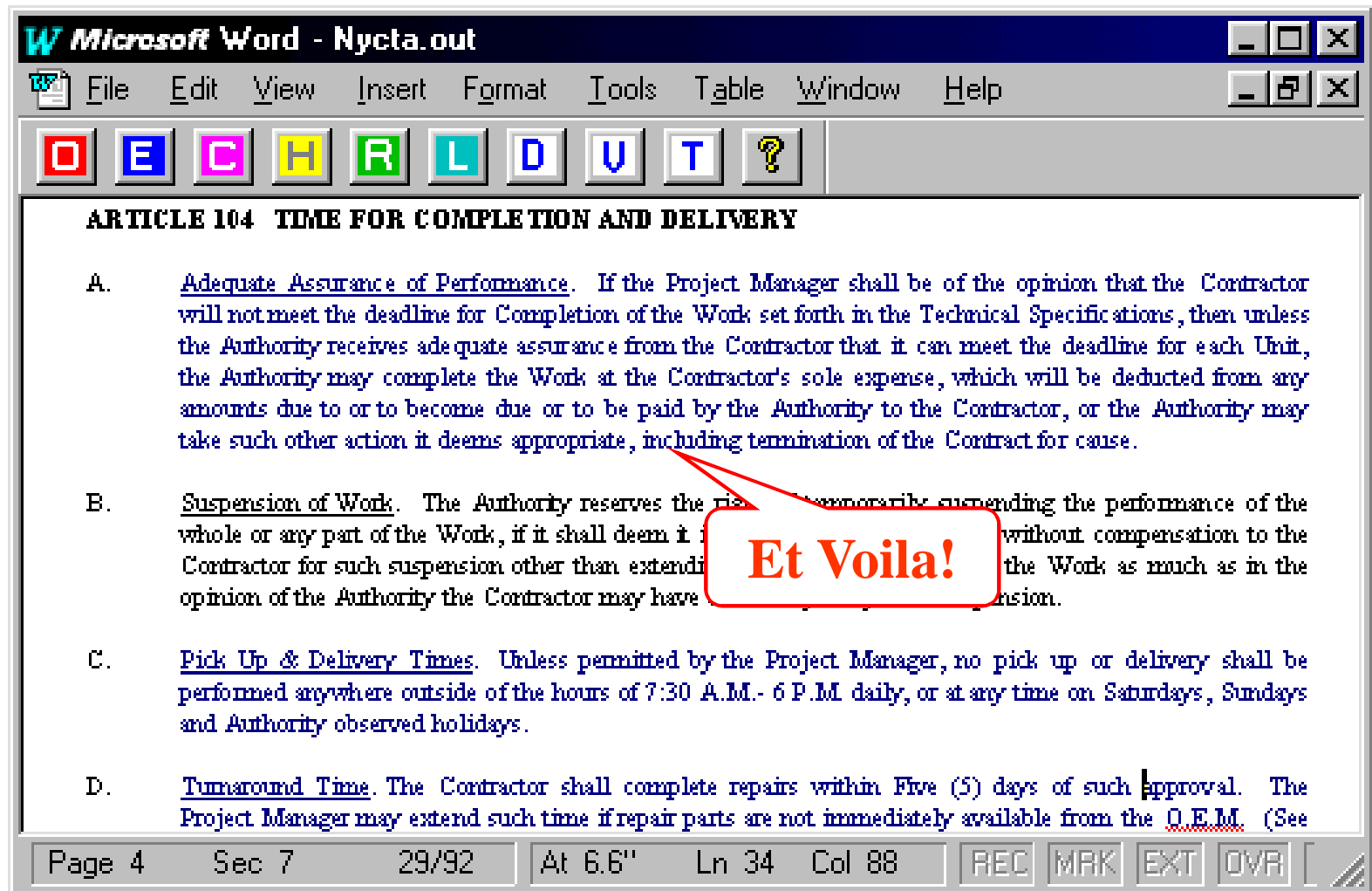
NYC TRANSIT AUTHORITY
Division of Materiel — Procurement Sub-Division

DECISION & VARIABLES
Contract No. 97J7000

REVIEW OF VARIABLES

4	CONTRACT TYPE	Repair Contract (Off-Site)
5	FUNDING SOURCE	No Federal Funding
7	ESTIMATED CONTRACT VALUE RANGE	\$100,000 to \$249,000
1	CONTRACT NUMBER	97J7000
2	PROJECT DESCRIPTION	Repair and Maintenance of Motorola 2-Way Pagers
3	DEFINITION OF UNIT	Motorola 2-Way Pager
6	ESTIMATED CONTRACT VALUE	200,000
8	PROCUREMENT SPECIALIST	Joe Herrod
13	PROJECT MANAGER	Jim Gurry
11	INSURANCE REQUIRED	Insurance Required
12	CONSTRUCTION CONTRACT	No
22	EXTENSION OF SPECIALIST	4211

Access clause libraries for post-assembly editing.



Microsoft Word - Nycta.out

File Edit View Insert Format Tools Table Window Help

Q E C H R L D U T ?

ARTICLE 104 TIME FOR COMPLETION AND DELIVERY

A. Adequate Assurance of Performance. If the Project Manager shall be of the opinion that the Contractor will not meet the deadline for Completion of the Work set forth in the Technical Specifications, then unless the Authority receives adequate assurance from the Contractor that it can meet the deadline for each Unit, the Authority may complete the Work at the Contractor's sole expense, which will be deducted from any amounts due to or to become due or to be paid by the Authority to the Contractor, or the Authority may take such other action it deems appropriate, including termination of the Contract for cause.

B. Suspension of Work. The Authority reserves the right to temporarily suspend the performance of the whole or any part of the Work, if it shall deem it in the best interests of the Authority, without compensation to the Contractor for such suspension other than extending the time for completion of the Work as much as in the opinion of the Authority the Contractor may have been entitled to receive in the event of such suspension.

C. Pick Up & Delivery Times. Unless permitted by the Project Manager, no pick up or delivery shall be performed anywhere outside of the hours of 7:30 A.M.- 6 P.M. daily, or at any time on Saturdays, Sundays and Authority observed holidays.

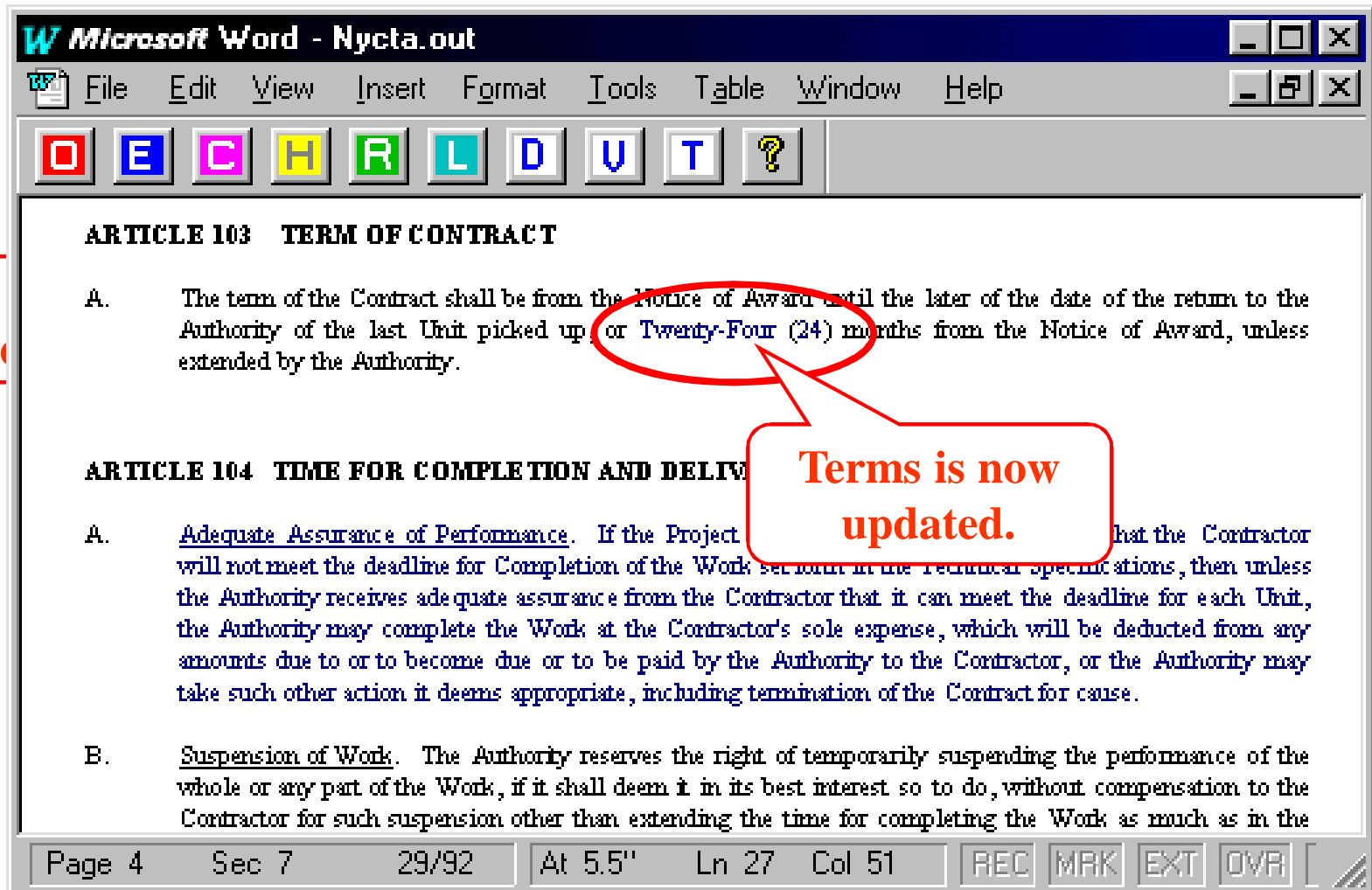
D. Turnaround Time. The Contractor shall complete repairs within Five (5) days of such approval. The Project Manager may extend such time if repair parts are not immediately available from the O.E.M. (See

Page 4 Sec 7 29/92 At 6.6" Ln 34 Col 88 REC MKK EXT DVR

Et Voila!

Text and number variables are easily changed.

Then,
on e



The screenshot shows a Microsoft Word window titled "Microsoft Word - Nycta.out". The menu bar includes File, Edit, View, Insert, Format, Tools, Table, Window, and Help. The toolbar contains icons for Bold, Italic, Underline, Color, Font Color, Paragraph, Bullets, and Help. The document content includes:

ARTICLE 103 TERM OF CONTRACT

A. The term of the Contract shall be from the Notice of Award until the later of the date of the return to the Authority of the last Unit picked up or **Twenty-Four (24)** months from the Notice of Award, unless extended by the Authority.

ARTICLE 104 TIME FOR COMPLETION AND DELIVERY

A. Adequate Assurance of Performance. If the Project **will not meet the deadline for Completion of the Work set forth in the technical specifications, then unless the Authority receives adequate assurance from the Contractor that it can meet the deadline for each Unit, the Authority may complete the Work at the Contractor's sole expense, which will be deducted from any amounts due to or to become due or to be paid by the Authority to the Contractor, or the Authority may take such other action it deems appropriate, including termination of the Contract for cause.**

B. Suspension of Work. The Authority reserves the right of temporarily suspending the performance of the whole or any part of the Work, if it shall deem it in its best interest so to do, without compensation to the Contractor for such suspension other than extending the time for completing the Work as much as in the

Page 4 Sec 7 29/92 At 5.5" Ln 27 Col 51 REC MKK EXT DVR

Terms is now
updated.

A Contract Database is automatically updated.

The screenshot shows the Microsoft Access interface for a database named 'Contract Information'. The 'Report' menu is open, displaying a list of report options. A red callout box points to the 'Report' menu with the text 'Generate a report.' The main form contains various fields for contract details, including project description, contract type, funding source, specialist, manager, insurance status, and bid value information. The status bar at the bottom indicates 'Form View' and shows the current record is 1 of 2.

Microsoft Access - Contract Information

File Edit View Records Help **Report**

Generate a report.

- Awards By Bidder (Alpha)
- Awards By Bidder (with Totals)
- Contracts by Advertisement Date
- Contracts By Specialist (Dates)
- Contracts by Specialist & Completion Date
- Contracts by Type & Bid Open Date
- Contracts by Type and Award
- Contracts by Type and Estimated Value

Project Description: Repair and Replac

Contract Type: Repair Contract (Off-Site) **Construction?** No

Funding Source: No Federal Funding

Proc. Specialist: Joseph Herrod

Project Manager: Jim Curry

INSURANCE:

Required? No **Received?**

IMPORTANT DATES:

Advertisement of Bid Authorized

Document Completed

Contract Open for Bid

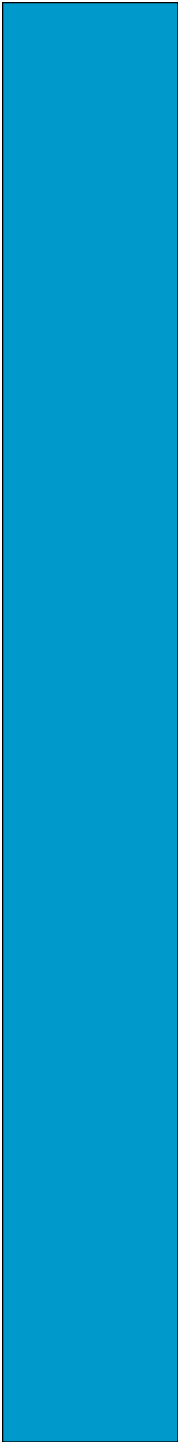
BID VALUE INFORMATION:

Est. Contract Value: \$200,000.00

Est. Value Range: \$100,000 to \$249,000

Record: 1 of 2

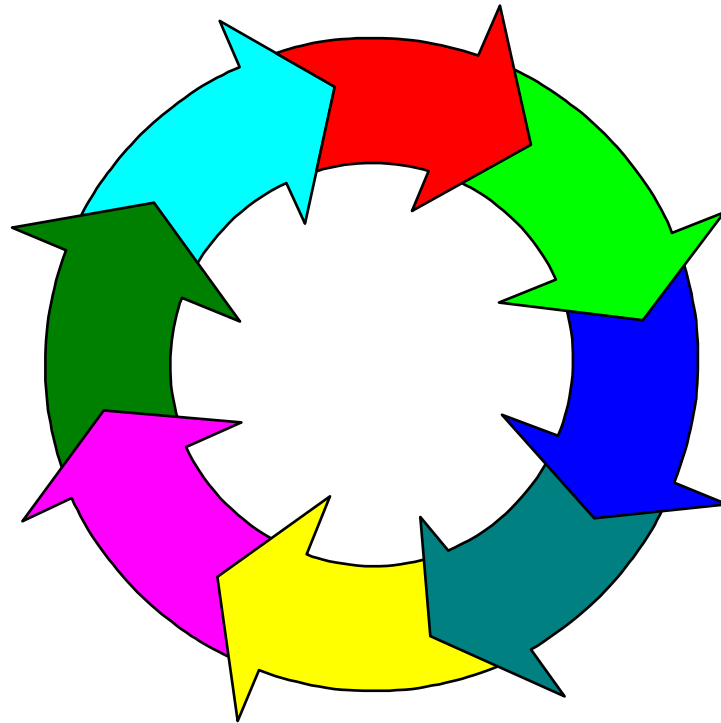
Form View FLTR NUM



Recap: What will this system allow you to do?

- Reengineer the creation of bid documents.
- Build expert assembly system that is flexible and up-to-date.
- Train your procurement specialists.
- Reap cost-saving efficiencies.
- Promote quality control and consistency.
- Control and empower your non-legal staff.
- Build libraries of knowledge.

Overview of Authoring Process



Create a master document in Word using easy to apply codes.

Microsoft Word - nyctdemo.rtf

File Edit View Insert Format Tools Table Window Help

NEW YORK CITY TRANSIT AUTHORITY
Division of Materiel — Procurement Sub-Division

{C@FDLS}

Information For Bidders

Contract Number: [CONTRACT NUMBER]
Title/Description: [PROJECT DESCRIPTION]
Procurement Specialist: [PROCUREMENT SPECIALIST]
Telephone No: (718) 694-1422[EXTENSION OF PROCUREMENT]
Bid Opening Date/Time: _____ at 2:00 P.M. Local Time

If the boxes below are checked, the appropriate Schedules are attached and the Contract Documents: (Schedules not so checked are not incorporated here)

LIST OF SCHEDULES

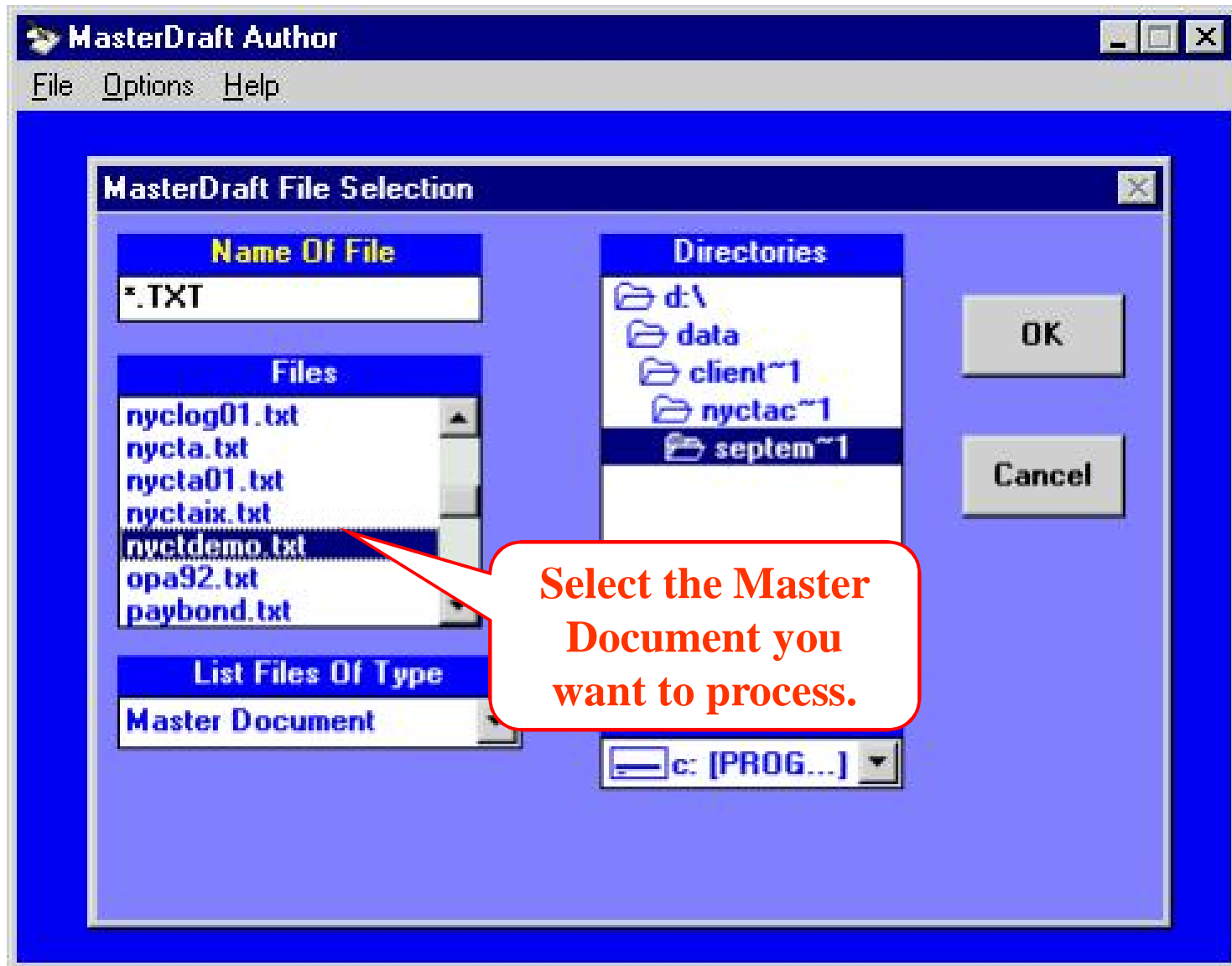
DESCRIPTION INCLUDED (if checked)

A - Insurance and Bonding Requirements	{10 @ Schedule A Included <input checked="" type="checkbox"/> }{-10 @ <input type="checkbox"/>
B - Site Inspection/Pre-Bid Conference	{11 @ Schedule B Included <input checked="" type="checkbox"/> }{-11 @ <input type="checkbox"/>
C - DBE Program Provisions	{12 @ Schedule C Included <input checked="" type="checkbox"/> }{-12 @ <input type="checkbox"/>
D - Federal Contract Provisions	Schedule D Included <input checked="" type="checkbox"/>
E - Federal Contract Provisions - Construction	{13 @ Schedule E Included <input checked="" type="checkbox"/> }{-13 @ <input type="checkbox"/>
F - Federal Certification and Disclosure Forms	Schedule F Included <input checked="" type="checkbox"/>
G - Rider to Contract Documents	Schedule G Included <input checked="" type="checkbox"/>

Use square brackets [] and capitalized text to indicate variables.

Use braces { } to enclose text governed by decisions.

Start MasterDraft Author



Author looks for new Variable & Decision Codes to Interpret

The screenshot shows the MasterDraft software interface. At the top, the title bar reads "MasterDraft Author: D:\DATA\CLIENT~1\NYCTA". Below it, a status bar indicates "[READING SECTION 1] Processing: Percentage Co". The main text area contains the following prompts:

Contract Number:[CONTRACT NUMBER]
Title/Description:[PROJECT DESCRIPTION]
Procurement Specialist:[PROCUREMENT SPECIALIST]
Telephone No:([18) 694-V#22[EXTENSION OF PROCUREMENT SPECIALIST]

A "MasterDraft Options" dialog box is open, displaying a yellow message: "NO PROMPT HAS BEEN DEFINED FOR VARIABLE #1".

A "Variable Prompt Definition" dialog box is also open, showing a menu with "Edit" and "Clipboard" options. The text "Prompt for Variable #1" is highlighted, and the text "CONTRACT NUMBER" is entered in the input field below.

Three callout boxes provide additional information:

- A red callout box on the right states: "Variables are designated by capitalized text in square brackets: []". An arrow points from this box to the "[CONTRACT NUMBER]" text in the main window.
- A red callout box on the left states: "Click on 'Prompt'". An arrow points from this box to the "Prompt for Variable #1" text in the "Variable Prompt Definition" dialog box.
- A red callout box on the right states: "The Default Prompt is the Name of the Variable in Brackets." An arrow points from this box to the "CONTRACT NUMBER" text in the "Variable Prompt Definition" dialog box.

Call Up the Variable Design Window

The screenshot shows a window titled "Variable Design Window" with a menu bar containing "File", "Value", and "Logic". The main area is titled "Definitions For Variable #1" and contains a table of variable properties. Below the table is a section with radio button options for configuring the variable.

Prompt	CONTRACT NUMBER
Short Name	CONTRACT NUMBER
Description	None
Condition(s)	
Test	
Computation	
List	None
Template	None
Type	Not defined

Configuration options (radio buttons):

- Basic Prompt
- Short Name
- Description
- Condition(s)
- Test
- Computation
- List
- Template
- Type
- Lines
- User Function
- Exit

This box summarizes the variable, including description, any special conditions, and presentation format.

The toggle switches in this box allow you to shape the variable by choosing among a range of options.

Continue Processing the Master

The screenshot shows the MasterDraft software interface. At the top, the title bar reads "MasterDraft Author: NYCTDEMO" and the status bar shows "[READING SECTION 1] Processing: Percen". The main window displays a list of decision codes:

- {10@Schedule A Included }{}
- B - Site Inspection/Pre-Bid Conference{11@ Schedule B Included }{}
- C - DBE Program Provisions{12@ Schedule C Included }{}
- D - Federal Contract Provisions Schedule D Included
- E - Federal Contract Provisions - Construction{13@ Schedule E Included }{}
- F - Federal Certification and Disclosure Forms Schedule F Included
- G - Rider to Contract Documents Schedule G Included
- H - Bidder's Qualification Questionnaire{14@ Schedule H Included }{}

A "MasterDraft Options" dialog box is open, showing a yellow background with the text "NO PROMPT HAS BE". Below it, a "Decision Prompt Definition" dialog box is open, showing the "Prompt for Decision #10" field with the text "Attach Schedule A - Insurance and Bonding Requirements".

MasterDraft stops at each new decision code and prompts you to formulate a question.

Click on the "Enter" button

Now enter the question or prompt as you wish it to appear.

Call Up the Decision Design Window.

The screenshot shows a window titled "Decision Design Window" with a menu bar containing "File", "Value", and "Logic". The main content area is titled "Definitions For Decision #10" and contains a table of decision details and a set of radio button options.

Prompt	Attach Schedule A -- Insurance and Bonding ...
Short Name	None
Description	None
Condition(s)	
Menu	None

Below the table are five radio button options:

- Basic Prompt
- Short Name
- Description
- Condition
- Menu
- Exit

This box summarizes the decision, including description, any special conditions, and presentation format.

The toggle switches in this box allow you to shape the decision by choosing among a range of options.

Build Condition Logic with Menus

Define A New Formula

Edit Clip Style MultiLine Number Text Date List Gender **Logic**

- WEEKDAY
- HOLIDAY
- BIZDAY
- DECVAL

MasterDraft Formula:

In general, a formula states how to calculate an intermediate quantity which will be used from the values of constants and other variables.

Example: a mathematical expression $V\#1 + V\#2/2$

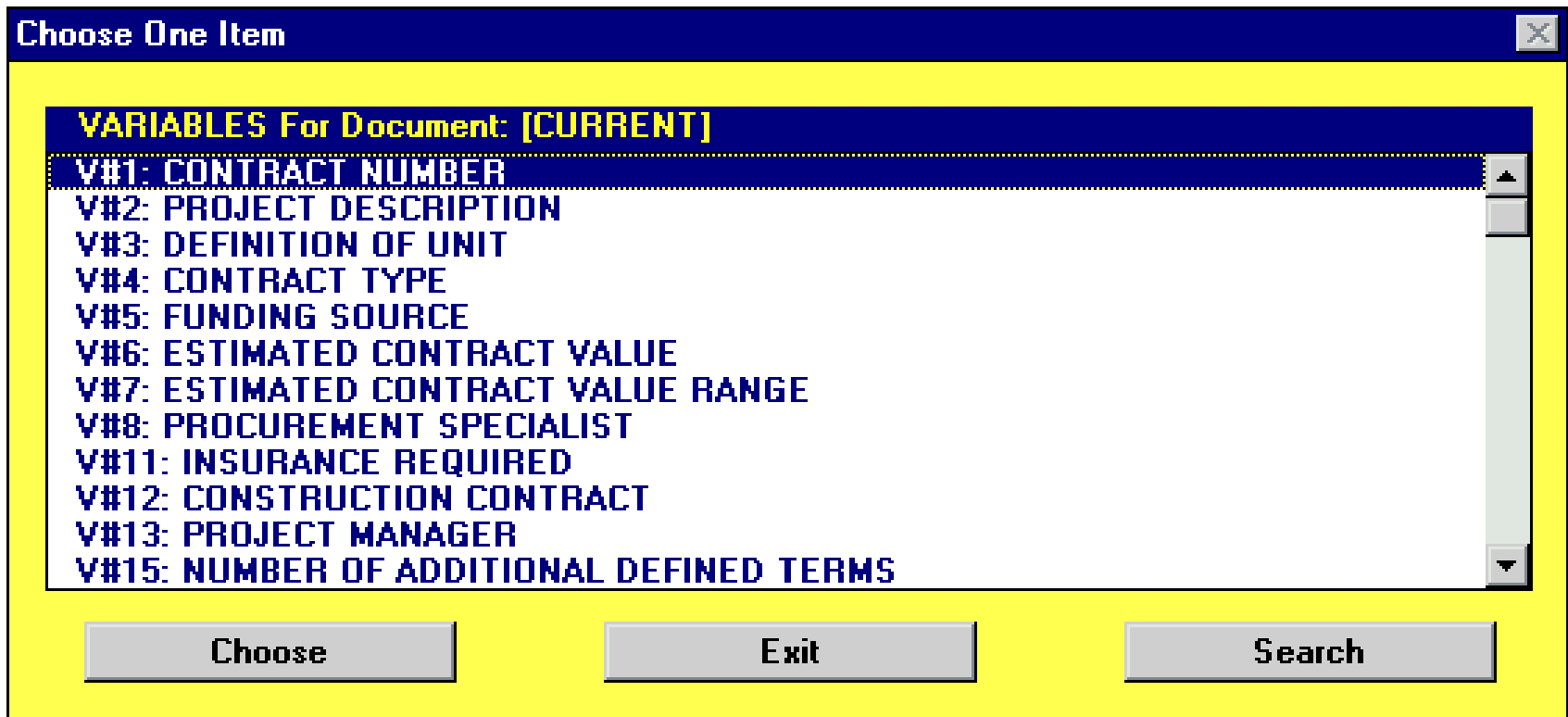
- my/our
- me/us
- Combine Y/N List
- Transfer Definitions
- File or Library

- CAPTION
- ORDINAL
- ONELine

Enter your Formula below ...

|

Revisions Are Just A Click Away





And the Next Step

- Start with a Pilot System.
- Make Pilot System available to rest of department.
- Integrate Procurement System with a corporate contracts database.
- Add additional documents to the system.
- Improved efficiency without sacrificing quality of work.



For Additional Information

- Visit our website: www.masterdraft.com
- Contact First Draft at (212) 879-5190 to arrange for a consultant to visit.
- Consultant will provide a firm quote based on scope of project and number of licenses required after reviewing documents.
- Maintenance contract will allow clients to upgrade and revise underlying documents without additional development costs.