

## CONTRACT REVIEW CHECKLIST

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- Client's objectives and concerns** – What is the client trying to achieve in the contract? What are the client's concerns?
- Accuracy** – Does the contract reflect the intent of the parties? Work and obligations accurate?
- Parties** – Who? Capacity and Authority to contract? Joinder required?
- Substantive Gaps** - Who? What? Where? When? Why? How? How much?
- Terminology** - Clarity? Consistency? Framing of obligations, rights, requirements, permission, conditions precedent?
  
- Legislation**
- Enforceability** - Consideration? Agreement to Agree? Public Policy?
- Term** - How Long? Renewable?
- Termination** - When and How does the contract end? Are there any post-termination obligations?
  
- Remedies**
- Dispute Resolution**
- Money** - How much? When? To Whom? What is the flow of money?
- Standards** - Reasonable? Best Efforts? Commercially Reasonable?
- Approval Rights**
- Representations and Warranties? Conditions?**
- Time** - Lengthen or shorten time periods? Cure periods?
- Relationship between the Parties** - Exclusivity? Preferential Rights? Non-Competition?
- Indemnity** - One way? Mutual?
- Insurance**
- Limitation of Liability**
- Property/Intellectual Property** - Ownership? Rights? Patent/Copyright/Trade-mark? License?
  
- Confidentiality and Privacy**
- Publicity, Publication** - Rights? Credits? Acknowledgement?
- Policies** - Consistent with internal policies, rules, regulations, guidelines?
- Boilerplate Clauses** - Governing Law, Time is of Essence, Force Majeure, Notice, Survival, Entire Agreement, Assignment, Enurement
  
- Schedules** - Reference? Integral Part? Conflict?
- Precedent**