

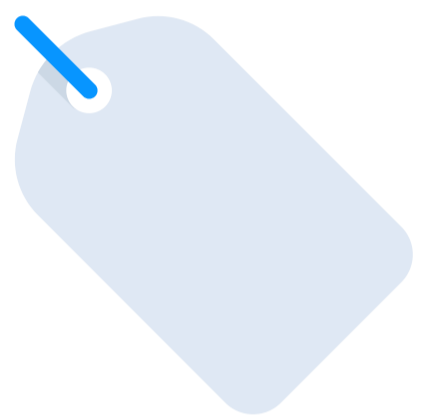
THE DOABLE DOZEN



Contract checklist before you sign on the dotted line

PRICING, DELIVERY AND PAYMENT

- 1 Include unit of measure (for products) or specific milestone / deliverable (for services) in all pricing and attach as exhibit to contract.
- 2 Express pricing either as fixed or with specific circumstances and methods for adjustments. If tied to an index, define the index, calculations, and timeframe.
- 3 Clearly state agreed-upon payment terms and indicate no obligation to pay late fees for late payments of invoices.
- 4 For delivery and/or payment terms specified in days, clarify when counting begins and other variables like holidays and weekends.
- 5 For products, define who owns in-transit risks and responsibility for freight payment.
- 6 Include provision in multi-year contracts for annual review that allows opting out of remaining term without penalties if unsatisfied with supplier performance.



FINE PRINT

- 7 Check Force Majeure clause for any unreasonable excuses for supplier's failure to perform.
- 8 Ensure warranty clauses specify when coverage begins and ends, applicable remedies for failure, and required timeframe.
- 9 Confirm limit of liability provisions apply both to suppliers and your organization.
- 10 Make sure mutual confidentiality provisions protect your organization's intellectual property, not only the supplier's.
- 11 Verify indemnity provisions protect your organization, not just the supplier.
- 12 After business terms and conditions are checked, follow organizational policies for attorney review.

