

**EXECUTIVE EMPLOYMENT CONTRACTS:
A CHECKLIST OF POSSIBLE TERMS**

- ✓ **Representations and Warranties as to Obligations to Other Employers/Entities**
- ✓ **Term and Renewal Provisions**
- ✓ **Title, Responsibilities and Duties**
 - 1. Employing Entity
 - 2. Scope of Duties
 - 3. Board Involvement
 - 4. Reporting and Organizational Relationships
 - 5. Limitations on Outside Activities
 - a. Board Memberships - Profit and Non-Profit
 - b. Commercial Endeavors
 - 6. Charitable Endeavors
 - 7. Performance Standards and Criteria for Evaluation
- ✓ **Employment Compensation**
 - 1. Base Salary
 - 2. Bonuses
 - a. Types
 - Signing
 - Annual Incentive
 - Long-Term Incentive
 - Stay Incentive
 - b. Criteria
 - Company Performance
 - Individual Performance
 - 3. Equity Plans and Awards
 - a. Grants of Stock
 - b. Stock Options
 - Incentive Stock Options
 - Non-Qualified Stock Options
 - c. Restricted Shares
 - 4. Deferred Compensation Plans
 - 5. Senior Executive Retirement Plans
 - 6. Benefits
 - a. Health
 - b. Life and Disability Insurance
 - c. Vacation
 - d. Financial, Tax and Estate Planning

- e. Retirement Enhancements and Lateral Credits
- f. Automobile
- g. Relocation Assistance
- 7. Business Expenses
 - a. Entertainment
 - b. Club Membership and Dues
 - c. Donations
 - d. Home Office
 - e. Cell Phone, Blackberry, Laptop
 - f. Travel Expenses

✓ **Grounds for Termination of Employment**

- 1. Death
- 2. Disability
- 3. For Cause by Employer
- 4. For Good Reason by Executive
- 5. Expiration of Term

✓ **Transition and Termination Provisions**

- 1. Transitional Employment
- 2. Severance
- 3. Transition Expenses
 - a. Relocation Costs
 - b. Networking Expenses
 - c. Transition Services
 - d. Financial, Tax and Estate Planning Services
 - e. Legal Costs
- 4. Continued Benefits
- 5. Continued or Accelerated Vesting
- 6. Offsets, Mitigation and Forfeitures
- 7. Release of Claims
- 8. Internal and External Announcements
- 9. Non-Disparagement Agreements

✓ **Change of Control Provisions**

- 1. Single or Double Trigger
- 2. 280G Gross-up
- 3. Dispute Resolution

✓ **Tax Gross-ups - 409A and Others**

✓ **Payments in Event of Death**

- ✓ **Withholding and Tax Liability**
- ✓ **Restrictive Covenants**
 - 1. Non-Competition
 - 2. Non-Solicitation
 - 3. Non-Raiding of Employees
 - 4. Confidential Information and Company Property
 - a. Nondisclosure of Confidential Information
 - b. Obligations to Report Unauthorized Use of Confidential Information
 - c. Return of Confidential Information and Company Property
- ✓ **Intellectual Property**
 - 1. Patents, Trademarks, Inventions and Discoveries
 - 2. Copyrights
 - 3. Ownership of Improvements
- ✓ **Confidentiality of Terms**
 - 1. General
 - 2. Media Specific
- ✓ **General Provisions**
 - 1. Remedies and Enforcement
 - 2. Ongoing Cooperation
 - a. General
 - b. Litigation
 - 3. Choice of Law and Venue
 - 4. Indemnification
 - 5. Dispute Resolution
 - a. Arbitration
 - b. Mediation
 - 6. Severability, Waivers and Amendments
 - 7. Successors and Assigns
 - 8. Integration Clause
 - 9. Notices

APPENDIX A - CHECKLIST FOR THE EXPATRIATE EXECUTIVE

- ✓ **Immigration and Visas for Self and Family**
- ✓ **Housing**
 1. House Hunting Trips for Self and Spouse
 2. Assistance in Sale/Rental of Current House
 3. Assistance in Purchase/Rental of New House
 4. Temporary Housing
 5. Employer-Provided Housing
- ✓ **Moving and/or Replacing Household Goods**
 1. Packing, Moving and Unpacking
 2. Storage of Items Not Moved
 3. Replacement of Electrical Appliances
- ✓ **Family Educational Needs**
 1. Tuition Assistance
 2. Language Instruction
- ✓ **Local Transportation for Self and Family**
 1. Automobile Rental Allowance
 2. Automobile Purchase Assistance
 3. Car and Driver
- ✓ **Family Home-Leave**
 1. Trips Per Year
 2. Emergency and Bereavement Trips
 3. Fully or Partially Paid
- ✓ **Family Repatriation**
 1. Fully or Partially Paid
 2. Circumstances
 - a. All Circumstances
 - b. Terminations Without Cause or For Good Reason
 - c. Inability to Obtain or Retain Work Visa
 - d. Death or Disability of Executive
 - e. Family Emergency
- ✓ **Security Services**