

**Keeping your Contract out of the
Courtroom: Contractual Rules for
Drafting Partnership and Operating
Agreements, including a Helpful
Checklist**

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**RULES FOR DRAFTING,
REVIEWING, AND
INTERPRETING AGREEMENTS**

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Know the Basics:

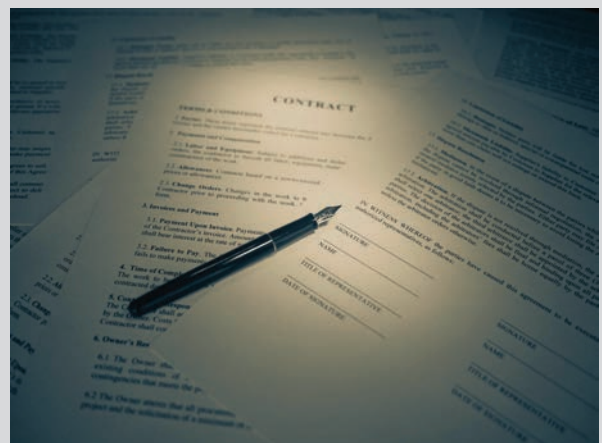
- ***Subject matter of the agreement and the representation***
 - Have a clear understanding of the transactions governed by the agreement
 - Know your client's business
- ***Your client***
 - Know who you are representing in the transaction and who you are not



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Know the Basics:

- ***Your role in the transaction***
 - Are you preparing, amending, or reviewing documents?
- ***The parties***
 - Make sure that the parties to the contract are the necessary parties
- ***The deal***
 - Must understand the deal – what do your clients and the other parties want to achieve?



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Drafting and Revising the Agreement:

- One Approach to Contract Drafting

- ☐ Mad Person
- ☐ Architect
- ☐ Carpenter
- ☐ Judge

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Drafting and Revising the Agreement:



Organization

Make a list of topics to be covered in the contract



Forms

Use forms, do not rely on forms, transcend forms



Issues

Address every issue neither more nor less than once

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Title search: Keeping Your Contract Out of the Courtroom: Contractual Rules for Drafting Partnership and Operating Agreements, Including a Helpful Checklist

Also available as part of the eCourse

[Drafting for LLCs, LPs, and Partnerships: Model Agreements, Key Considerations and Practical Tips to Avoid Litigation](#)

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