

The Billing Bluebook

Billing Narratives for Corporate & Business Law Attorneys

Using the 4-Part Narrative Framework

Action | Task | Value | Result

Overview

- **Entity Formation & Founder Agreements:** Entity selection, formation documents, and founder arrangements
- **Corporate Governance:** Board matters, resolutions, minutes, and corporate maintenance
- **Commercial Contracts:** Services agreements, vendor contracts, NDAs, and licensing
- **Financing & Securities:** Seed rounds, convertible instruments, venture financing, and compliance
- **Mergers & Acquisitions:** Term sheets, purchase agreements, due diligence, and closings
- **Employment & Equity:** Executive agreements, equity plans, and workforce documentation
- **Compliance & Risk Management:** Regulatory compliance, policies, and audits
- **General Counsel Advisory:** Strategic advice, disputes, and ongoing business counseling

The ATVR 4-Part Narrative Framework

Each narrative in this Bluebook follows the ATVR structure:

ACTION: What you are doing (Review, Analyze, Draft, Negotiate, etc.)

TASK: What you are working on (the agreement, resolution, filing, etc.)

VALUE: Why it matters to the business (to limit liability, to allocate risk, etc.)

RESULT: The end goal or deliverable (for execution, for closing, for board approval, etc.)

ENTITY FORMATION & FOUNDER AGREEMENTS

- Conduct initial conference with [insert client] regarding business plans, ownership structure, and capital needs to recommend entity form for formation strategy
- Analyze entity selection considerations including liability protection and tax treatment to compare LLC and corporation structures for client's formation decision
- Draft articles of incorporation/organization and state filings to establish legal entity for formation completion
- Draft operating agreement including management, capital, and transfer provisions to allocate control and economics among owners for member execution
- Draft bylaws establishing governance procedures and officer authority to preserve corporate formalities for organizational meeting adoption
- Draft founder stock purchase agreements including vesting and repurchase provisions to

- protect company from founder departure for founder execution
- Prepare organizational consent appointing officers and adopting initial resolutions to complete entity organization for corporate records
- Draft IP assignment agreements transferring founders' pre-formation work to company to secure company's ownership of core assets for investor readiness
- Analyze 83(b) election requirements for restricted founder stock to optimize founders' tax treatment for election filing deadline
- Coordinate EIN application and foreign qualification filings to complete operational registrations for business commencement

CORPORATE GOVERNANCE

- Prepare board meeting agenda and materials regarding [insert matter] to facilitate informed board deliberation for board meeting
- Draft board resolutions approving [insert transaction] to document corporate authority for transaction execution
- Attend and advise at board meeting regarding fiduciary duties and approval requirements to guide directors' deliberations for defensible board action
- Draft minutes of board and shareholder meetings to document corporate proceedings for corporate records completeness
- Prepare annual shareholder meeting notices and proxy materials to satisfy statutory meeting requirements for annual meeting compliance
- Review and update corporate minute book including consents and stock ledger to remedy record deficiencies for due diligence readiness
- Analyze conflict of interest transaction involving [insert party] to structure disinterested approval for fiduciary compliance
- Draft written consent in lieu of meeting to document routine approvals for efficient corporate action
- Coordinate annual state filings and registered agent requirements to maintain good standing for compliance calendar
- Advise client regarding indemnification and D&O insurance provisions to protect directors and officers for governance risk management

COMMERCIAL CONTRACTS

- Draft master services agreement including scope, payment, and limitation of liability provisions to allocate risk between contracting parties for contract execution
- Review and analyze counterparty's proposed contract to identify unfavorable indemnity and termination provisions for negotiation strategy
- Negotiate limitation of liability and indemnification provisions to cap client's contractual exposure for risk-balanced agreement
- Draft mutual nondisclosure agreement to protect confidential business information for exploratory discussions
- Draft software licensing agreement including scope, restrictions, and support terms to protect client's intellectual property for license execution
- Revise vendor agreement addressing service levels and remedies to secure performance protections for vendor relationship management

- Analyze termination and renewal provisions across key customer contracts to assess revenue stability for contract portfolio review
- Draft distribution agreement including territory and exclusivity terms to structure channel relationship for market expansion
- Negotiate data privacy and security provisions to satisfy regulatory obligations for compliant data handling
- Prepare contract playbook summarizing standard positions and fallback terms to streamline future negotiations for efficient contracting process

FINANCING & SECURITIES

- Review and analyze investor term sheet regarding valuation, preferences, and control terms to assess deal impact on founders for negotiation strategy
- Negotiate term sheet provisions including board composition and protective provisions to preserve founder control for term sheet execution
- Draft SAFE/convertible note documents to structure bridge financing for seed round closing
- Draft stock purchase agreement and investor rights documents for Series [insert round] financing to document investment terms for round closing
- Prepare disclosure schedules identifying exceptions to company representations to limit post-closing liability for financing closing
- Analyze securities exemption requirements including accredited investor verification to avoid securities law violations for compliant offering
- Prepare and file securities notice filings including Form D to satisfy federal and state requirements for regulatory compliance
- Update capitalization table reflecting new issuances and option grants to maintain accurate equity records for investor reporting
- Coordinate closing deliverables including legal opinions and secretary certificates to satisfy closing conditions for funding
- Draft board and stockholder consents approving financing to document required approvals for transaction authority

MERGERS & ACQUISITIONS

- Draft letter of intent outlining purchase price and deal structure to frame acquisition negotiations for LOI execution
- Analyze asset versus stock purchase structures to optimize tax and liability outcomes for deal structuring recommendation
- Coordinate due diligence review including contracts, litigation, and compliance materials to identify undisclosed liabilities for purchase price and indemnity negotiations
- Prepare due diligence memorandum summarizing material findings and risk items to inform deal terms for client's deal decision
- Draft asset purchase agreement including representations, covenants, and indemnification provisions to allocate transaction risk for agreement execution
- Negotiate indemnification caps, baskets, and survival periods to minimize post-closing exposure for risk allocation finalization
- Prepare disclosure schedules with client regarding representations exceptions to protect

- against breach claims for signing readiness
- Draft ancillary documents including bills of sale, assignments, and employment agreements to complete transaction documentation for closing
- Coordinate third-party consents for contract assignments to satisfy closing conditions for closing completion
- Manage closing including document execution, funding, and deliverables exchange to complete acquisition for ownership transfer
- Coordinate post-closing matters including purchase price adjustments and integration filings to finalize deal terms for transaction completion

EMPLOYMENT & EQUITY

- Draft executive employment agreement including compensation, severance, and restrictive covenants to secure key leadership for executive hire
- Draft equity incentive plan and form award agreements to establish employee equity program for board and stockholder approval
- Prepare board approvals for option grants including fair market value determinations to document compliant equity issuance for grant effectiveness
- Analyze 409A valuation requirements for option pricing to avoid deferred compensation penalties for compliant grant pricing
- Draft offer letters and confidentiality/invention assignment agreements to protect company IP for new hire onboarding
- Review and analyze proposed executive separation to structure severance and release terms for separation agreement
- Draft consulting agreement including IP assignment and classification provisions to document contractor relationship for engagement commencement
- Analyze equity acceleration provisions in connection with acquisition to advise on change-of-control impacts for deal negotiation
- Advise client regarding worker classification for contractor roles to mitigate misclassification exposure for compliant workforce structuring

COMPLIANCE & RISK MANAGEMENT

- Conduct compliance review of [insert business practice] against applicable regulations to identify exposure for remediation planning
- Draft corporate compliance policies including code of conduct and whistleblower procedures to establish compliance framework for policy adoption
- Analyze data privacy obligations under applicable privacy laws to assess compliance requirements for privacy program implementation
- Draft privacy policy and terms of service for company website to satisfy disclosure obligations and limit liability for public posting
- Review advertising and marketing materials for regulatory compliance to mitigate consumer protection exposure for campaign clearance
- Coordinate response to government inquiry regarding [insert matter] to manage regulatory risk for agency response
- Analyze licensing and permit requirements for new business line to ensure regulatory authorization for expansion launch

- Prepare compliance training materials for management regarding [insert topic] to reduce violation risk for training implementation
- Review insurance program including coverage types and limits to identify protection gaps for risk transfer recommendations

GENERAL COUNSEL ADVISORY

- Conduct strategy conference with management regarding [insert business issue] to provide legal risk assessment for informed business decision
- Review and analyze demand letter alleging [insert claim] to assess merit and exposure for response strategy
- Draft response to demand letter disputing claims to position client favorably for dispute resolution
- Analyze contract dispute with [insert counterparty] to evaluate breach claims and remedies for resolution strategy
- Negotiate business resolution of commercial dispute to avoid litigation costs for settlement agreement
- Coordinate with litigation counsel regarding pending matter to align defense strategy with business objectives for litigation management
- Advise client regarding partnership dispute and buyout options to resolve ownership deadlock for business continuity
- Prepare quarterly legal update summarizing open matters and risks to keep leadership informed for management reporting
- Analyze proposed business initiative for legal risks across regulatory and contract areas to support product launch for go-to-market clearance
- Evaluate succession and exit planning options including sale and buy-sell structures to prepare ownership transition for succession implementation

Molly Kremer, Esq. — The Billing Coach — 2026