



Corporate Financial Personnel Operational Legal Due Diligence RFI 2/2

PROYTEC GROUP

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Corporation Financial Personnel Operational Legal (Due Diligence RFI 2/2)

Please copy the questions and write the answers on the letterhead and sign each page.

Corporate

- Corporate lawyer contact information
- Articles of Incorporation
- Operating Agreement
- Corporate Bylaws
- Shareholder Agreement. Stock history, options., rights. List of Shareholders
- List all corporate investors. Contact information, contracts, investment amounts and payment terms
- List all Principals, Officers, Decision Makers (legal and financial). Include corporate diagram, description of duties and responsibilities, CVs, employment contracts, compensation tables and severance agreements, benefits, non-compete and non-disclosure agreements, credit reports
- Revenue recognition policy, bonuses for senior management, details of retirement benefits and buy-outs
- List and present all licensure required by State, Region, City, Industry, etc
- List all regulatory agencies and present annual reports

Financial

- Corporate CPA contact information
 - Corporate Credit Report
 - Corporate Tax Returns – last 3 years
 - Corporate Bank Statements – last 12 months
 - Corporate Credit Card(s) Statements – last 12 months
 - Audit and Revenue Reports – last 3 years
 - P&L and Balance Sheet signed by Corporate CPA – last 3 years
 - Complete disclosure of all approved LOC (Line(s) of Credit) and all supporting documentation showing amount(s), terms, creditor(s) name and contact information
 - List all creditors, outstanding balances, updated agreements – last 3 years
 - Asset register and/or copy of latest physical inventory of equipment and assets. Inventory schedules. Schedule of equipment split by capital vs. operating lease
 - List all real estate assets and addresses. Include supporting documentation of ownership/mortgage/lease
 - Dissection of gross profit margins
 - Dissection of expenses – fixed and variables
 - Summary of all material capital expenditures in the next 24 months
 - Summary of all capital expenditures in the next 24 months
 - Predicted growth rates for next 36 months
 - Predicted production margins for next 36 months
 - Future forecast and industry projections for next 36 months
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Personnel

- List all employees. Note all key players. Duties and responsibilities
- Employment contracts, compensation, benefits, severance agreements. All non-compete, non-disclosure contracts
- List positions to be filled. Include description of duties and responsibilities, compensation plan, benefits, severance package(s)
- HR employees and policies. Filed complaints and settlements – last 3 years
- Personnel turnover rate – last 3 years

Operational

- Business plan and model
- Marketing plan. Marketing strategies to build and retain customer(s) database. List of target marketing agency(es), reasons, cost comparison
- List all suppliers. Reasons, cost comparison
- List all major competitors
- List all services and products
- Licensing
- Insurance, Bond
- Permits past and current
- Environmental Permits past and current
- List all contractors, sub-contractors, freelancers with description of services – 2019- current
- Summary of all Insurance coverage, Certificates, Bond(s), copies of all policies related thereto
- List all claims made against any Insurance policy
- List who owns and controls IP: patents, copyrights, trademarks
- Is there way to generate more revenue related to the IP?
- Are there works that stem from the IP?
- Health and safety notices, policies, information related to any hazardous substances, underground storage tanks, etc.

Legal

- Copies of all contracts 2019-current: clients, suppliers, etc
 - Correspondence with contractually related parties' attorneys
 - List all affiliated parties, subsidiaries, DBA(s). Specify nature of the relationship with said parties
 - List details of resources and facilities shared with other businesses, parties
 - General ledger of accounts of related parties
 - All major commercial and residential terms agreed 2019-current
 - Full disclosure of litigation or threat of litigation 2019-current
 - Disclose all formal complaints from employees, customers, contractors, freelancers, sub-contractors, employees, etc.
 - Corporate policies, warranties, refund policies 2019-current
 - Marketing and advertisement 2019-current
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