

## Commercial Agreements Bootcamp: Building Essential Negotiating and Drafting Skills

### *Business Law*



In-Person



Webcast

**Date:** November 15, 2018 | 9:00 am to 3:30 pm  
**Location:** Twenty Toronto Street Conferences and Events  
20 Toronto Street, 2<sup>nd</sup> Floor, Toronto



This program is eligible for up to 5.5 Substantive Hours

**Program Chairs:** **Marisa Coggin**, Cassels Brock & Blackwell LLP  
**Michael Segal**, Michael Segal Professional Corporation

Attend this practical, hands-on program to gain the fundamental knowledge and strategies you need to draft, review and negotiate commercial agreements concentrating on Letters of Intent. This “how to” program is relevant to lawyers practicing in any area of commercial or transactional practice, who are interested in improving their drafting and negotiating skills. Put the skills you have gained to use immediately by participating in valuable negotiating and drafting exercises, and benefit from having your work-product reviewed and critiqued by your peers.

Register now to be a part of this interactive program that is an important primer, or refresher, for lawyers involved in negotiating and drafting key commercial agreements!

8:30 am	Registration and Coffee	
9:00 am	Welcome and Opening Remarks	
9:05 am	<b>Drafting Essentials for a Bulletproof Contract</b> <b>Allan Ritchie</b> , Loopstra Nixon LLP Learn how to tackle any contract drafting project from start to finish. Examine specific drafting techniques and strategies that you can implement immediately to draft legal documents with confidence, including: <ul style="list-style-type: none"><li>• The essential components of any good contract</li><li>• The ramifications of ambiguous wording and how to avoid ambiguous phrasing traps</li><li>• Common ethical errors in drafting contracts</li></ul>	<ul style="list-style-type: none"><li>• Difference between object and source code</li><li>• Third party products</li><li>• Deliverables and acceptance of deliverables</li><li>• Perpetual term</li><li>• Source code escrow</li></ul>
9:50 am	<b>Non-Disclosure Agreements</b> <b>Farah Rohoman</b> , Miller Thomson LLP Learn when non-disclosure agreements are appropriate, and analyze the different components of nondisclosure agreements, including: <ul style="list-style-type: none"><li>• Defining “confidential information”</li><li>• Common exclusions from the definition of “confidential information”</li><li>• Use and protection of confidential information</li></ul>	<b>11:30 am Effectively Using “Boilerplate” Clauses</b> <b>Diane Brooks</b> , Blaney McMurtry LLP Go beyond the boilerplate to gain a stronger understanding of boilerplate clauses. Review and examine standard boilerplate clauses, and discuss best practices for avoiding pitfalls by drafting standard clauses to suit the particular circumstances of the transaction.
10:20 am	Networking Break	<b>12:00 pm Lunch (Provided)</b>
10:30 am	<b>Dispute Resolution Provisions</b> <b>Michael Osborne</b> , Cassels Brock & Blackwell LLP Examine the differences between various dispute resolution mechanisms and the factors that influence the appropriate mechanism for your contract. Review common dispute resolution provisions to understand the key elements involved in reviewing, and drafting mediation and arbitration provisions.	<b>1:00 pm Shareholder Agreements</b> <b>Bruce Chapple</b> , McMillan LLP <b>Wayne Gray</b> , Practical Law Canada, Thomson Reuters Examine the principle issues that arise or require consideration in drafting and negotiating shareholder agreements. Review the advantages and disadvantages of certain types of provisions, and the key conversations you need to have with your client to ensure their interests are protected.
11:00 am	<b>Software License Agreements</b> <b>Arlene O’Neill</b> , Gardiner Roberts LLP Examine the length and exclusions of warranties and learn about definitions of key terms, including:	<b>1:45 pm Networking Break</b> <b>2:00 pm Drafting Workshop</b> <b>Marisa Coggin</b> , Cassels Brock & Blackwell LLP <b>Michael Segal</b> , Michael Segal Professional Corporation Put to practice what you have learned by participating in negotiating drafting exercises with your peers. Drafting a Letter of Intent with essential clauses and re-draft sample clauses to make sure they are bulletproof! Receive feedback from your group, and walk away with practical strategies and precedents to use in your practice.
		<b>3:30 pm Closing Remarks and Program Concludes</b>

**PROGRAM REGISTRATION IS ONLINE** [www.oba.org/pd](http://www.oba.org/pd)

**Questions?** [pd@oba.org](mailto:pd@oba.org)

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