

Commercial Agreements Bootcamp 2020

Business Law Section

Date: Tuesday, November 24, 2020 | 9:00 am to 3:30 pm

Location: Zoom Webinar

Program Chairs: **Kathleen Robichaud**, Law Office of Kathleen Robichaud
Andreea Muth, Pallett Valo LLP



Substantive Hours: This program is eligible for up to **5h 30m**

Attend this practical program to gain the fundamental knowledge and strategies you need to draft, review and negotiate commercial agreements concentrating on asset purchase. Our stellar faculty will also focus part of their attention on developments we have seen with the increased use of e-signing and video meetings as a result of the COVID19 pandemic and provide useful tips for best practices. 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 drafting/negotiating ideas reviewed and critiqued by your peers.

Register now to be a part of this interactive program. For lawyers involved in negotiating and drafting key commercial agreements this is a highly valuable primer or refresher!

9:00 am Welcome and Opening Remarks

9:05 am **Drafting Essentials for a Bulletproof Contract**

Allan Ritchie, 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:

- The essential components of any good contract
- The ramifications of ambiguous wording and how to avoid ambiguous phrasing traps
- Common ethical errors in drafting contracts
- Handling unforeseen circumstances, including pandemic-related clauses

9:50 am **Non-Competition and Non-Solicitation Agreements**

Andréa Brinston, Pallett Valo LLP

Learn when non-competition agreements are appropriate, and when non-solicitation agreements should be used to analyze the different components of non-compete and non-solicitation including:

- Defining “the work being restricted”
- Defining “the territory being restricted”
- Defining “the length of time being restricted”

10:20 am Break

10:30 am **E-Signatures in a Commercial Agreement and Electronic/Video Closings**

Raymond Leclair, LAWPRO

(Lawyers' Professional Indemnity Company)

Mark Evans, Lerner LLP

Explore this topic by discussing the following:

- Clauses to include in agreements to be signed electronically
- Software/portals that are user friendly and sample communication with clients/other parties regarding the electronic signature process
- Negotiating for electronic signatures - practical solutions for software sharing/compatibility, including locating documents once they have been signed
- Due diligence by video - things to consider for video viewings and wording for the Agreement (optional)
- Amending electronically signed documents
- Potential fraud issues - steps to avoid fraud
- Recording the meeting/signing of documents - protocols for getting permission from clients/other parties if recording the video; making notes as usual
- Conducting the closing electronically and/or by Video - special clauses for the Agreement/Closing Agenda - tips on how to set it up

11:00 am **Representations and Warranties**

Kathleen Robichaud, Law Office of Kathleen Robichaud

The topic will focus on representations and warranties and how they are connected in important ways with indemnities and with the due diligence process. Tips on drafting and negotiating the agreement with a consideration of how these provisions are interconnected and important to the success of the transaction will be discussed.

11:30 am **Effectively Using “Boilerplate” Clauses**

Bonnie Tsui, Baker & McKenzie 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 unique circumstances of the transaction.

12:00 pm Lunch Break

1:00 pm **Service Agreements**

Leslie Greey, XplorNet Communications

Service agreements are often central to deal negotiations. Learn key issues to review and discuss with your client, including:

- Typical existing agreements that may be included in a transaction together with suggested due diligence review and potential amendments
- Overview of transition services agreements negotiated between a Vendor and Purchaser

1:45 pm Networking Break

2:00 pm **Panel Discussion on a Sample Transaction**

Bruce Chapple, McMillan LLP

Rod Davidge, Osler, Hoskin & Harcourt LLP

Aaron Baer, Aird & Berlis LLP

The panel will discuss the process of negotiating the Agreement; negotiating amendments as the due diligence process progresses; give tips for keeping your client informed and for keeping the transaction together or on when to consider walking away. One panelist will speak from the perspective of counsel for the Vendor; one from the perspective of counsel for the Lender; and one from the perspective of counsel for the Purchaser.

3:30 pm Closing Remarks and Program Concludes

PROGRAM REGISTRATION IS ONLINE www.oba.org/pd

Questions? pd@oba.org