

Commercial Agreements Bootcamp 2023

Business Law Section



Date: Tuesday, November 21, 2023 | 9:00 am to 3:30 pm

Webcast

Location: Webinar

Program Chairs: Avram Musafija, Dipchand LLP
Andreea Muth, Pallett Valo LLP



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

*The OBA has been approved as an Accredited Provider of
Professionalism Content by The Law Society of Ontario*

Join this practical, hands-on program to gain the fundamental knowledge and strategies you need to draft, review, and negotiate commercial agreements with a special focus on asset purchases. Our expert faculty will provide you with insights drafting essentials, effectively using boiler plate clauses, practical guidance on representations, warranties and indemnities in commercial agreements, agreements to agree and much more.

Take advantage of this unique opportunity to see a panel of experienced practitioners explain the steps and strategies they take when approaching an agreement. Whether you are an experienced lawyer who has worked on many commercial agreements or you're a recent call who is still approaching agreements with trepidation, you won't want to miss this practical program so that you can approach your next agreement with added confidence.

Register now to be a part of this interactive program.

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

10:05 am **Restrictive Covenants and Restrictive Agreements**

Laura Giesbrecht, McMillan LLP

10:30 am Break

10:45 am **Representations, Warranties and Indemnifications**

Lorway Gosse, Aird & Berlis LLP

Hear about representations, warranties and how they are connected in important ways with indemnities and with the due diligence process. Gather tips on how to draft and negotiate agreements with a consideration of how these provisions are interconnected and important to the success of the transaction.

11:25 am **Effectively Using "Boilerplate" Clauses**

Andreea Muth, Pallett Valo 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.

12:00 pm Lunch Break

1:00 pm **Service Agreements**

Leslie Greey, Hatch Ltd

Service agreements are often central to deal negotiations. Unravel 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
- Transition services agreements negotiated between a Vendor and Purchaser

1:45 pm Break

2:00 pm **Panel Discussion on a Joint Venture Deal**

Christopher Garrah, McMillan LLP

Michael Decicco, Stikeman Elliott LLP

Brent Timmons, Merovitz Potechin LLP

Jessica Chan, Torkin Manes LLP

This session covers a range of critical aspects of Joint Ventures, from initial client discussions on the suitability of joint ventures to financial considerations influencing business structure choices. Our expert panel will delve into day-to-day governance challenges, decision-making constructs, and the complexities of terminating joint ventures. An insightful exploration of legal intricacies featuring seasoned experts in the field.

3:15pm Questions and Closing Remarks

3:30 pm Program Concludes

PROGRAM REGISTRATION IS ONLINE www.oba.org/pd

Questions? pd@oba.org