

SEMINAR

Drafting More Effective & Flexible Contracts

The competitive edge that all transactional attorneys need

Drafting effective contracts is a basic function of all transactional attorneys. The goal is to draft a contract that accurately reflects the business deal, properly allocates risk, is readily understood, and stands up to hostile, rigorous post-execution examination—while educating your clients and meeting their aggressive timeline. Learn about best practices in drafting and negotiating processes, key terms and conditions, and common pitfalls. Hear what clients expect from outside counsel during negotiations and in codifying deals. Learn how to make the most effective use of current technologies. Hear the faculty explain tried-and-true techniques to remove impasses and discuss the ins-and-outs—from the initial email to final executable—using practical, modern-world examples and critical analysis.

In a competitive, increasingly digitized environment with limited resources, the lawyer who efficiently strikes an effective balance between achieving the right level of contractual protection and negotiating to reflect their clients' risk-tolerance is most likely to be repeatedly engaged. Bring your questions!

Agenda

- Drafting in the Digital Age: Redlining/Blacklining; Digital Signatures; Online Execution Tools
- Contract Models: Classic; Clickwrap; Webwrap; Blockchain Smart Contracts; Battle of the Forms
- Key Pre-Negotiation Agreements: NDAs; BAAs; LoIs; DPAs
- Flexible Contract Structures: MSAs; Framework Agreements; Quotes, SoWs, and Riders
- Lawyers as Problem Solvers: Techniques for Overcoming Impasse; Decision Trees
- Building Blocks of a Sound Contract; Use and Function of Representations, Warranties, Covenants, and Conditions
- Defensive Techniques and Limiting Damages; Disclaimers of Consequential Damages; Indemnities; and Common Carve-Outs
- Negotiation Archetypes
- Art of Settlement and Releases
- Nuisances Under Massachusetts Common Law
- Modern Force Majeure Clauses
- Sources of Negotiating Power in Contract Drafting; *Contra Proferentem*; Contracts of Adhesion
- Mass Professional Ethical Rules of Engagement
- “Ask the Experts” Q&A Session

Faculty

Frank S. Maniscalco, Esq., *MBA, Advocate Mercantile LLC, Boston, Chair*

Alisha R. Bloom, Esq., *Versant Legal LLC, Arlington*

Kyle J. Glover, Esq., *Pierce Atwood LLP, Portland, ME*

Sara Lyons, Esq., *Advocate Mercantile LLC, Philadelphia, PA*



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Dates & Location

LIVE WEBCAST

Wednesday, March 10, 2021
1:00 pm–5:00 pm

Register at www.mcle.org
Program Number: 2210193WBC

RECORDED WEBCAST

Wednesday, March 24, 2021
9:00 am–1:00 pm

Register at www.mcle.org
Program Number: 2210193RBC

Tuition *(includes written materials)*

- \$245
- \$220.50 MCLE Sponsor Members
- \$183.75 New Lawyers admitted to law practice after 2018, Pending Admittees, Law Students, and Paralegals

To apply for a need-based scholarship, email scholarships@mcle.org.

Materials

The materials for this program include MCLE's practice handbook, *Drafting and Negotiating Massachusetts Contracts*, which, along with any other materials, can be downloaded via the link emailed to you upon registration.

Also, there is no need to take extensive notes. Two weeks after the live webcast, all registrants receive a link to a verbatim transcript of this program.

Can't Attend Live?

View the OnDemand webcast later, or get the audio recording on CD or as an mp3 download at www.mcle.org

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Policies and Information

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For course agendas, hours, fees, and discounts, please refer to the respective seminar pages. The fee includes program instruction and all written materials unless otherwise noted.

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Upon registration, MCLE will e-mail a confirmation.

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Mandatory CLE credits

Individual attorneys are responsible for checking with their particular state CLE accreditation authority about whether and how much credit will be granted. Although MCLE does not pursue state-based credit, MCLE programs are regularly approved in many jurisdictions. It is the responsibility of the individual attorney to submit the information and certifications required under the respective state rule to the appropriate authorities in the jurisdictions in which they seek credit.

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If your plans change

If you're unable to participate in a program on the date for which you registered, you will receive an email about how to access the program on demand via webcast and/or downloadable mp3 file, including the written materials in electronic form, in full satisfaction of the tuition paid. If you prefer a refund, let us know by the end of the business day prior to the program and we'll refund your tuition after deducting a \$25 processing fee. Note that limited enrollment programs are an exception, cancellation of which require two weeks notice and are subject to a \$45 processing fee.

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 - 6-10 250
 - 11-25 500
 - 26-75 1,000
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 - 151-250 3,500
 - 251+ 4,500

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