

Advanced Business Contract Law

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**Pittsburgh, Pennsylvania
August 22, 2013**

Master Drafting and Enforcement Techniques

Presented by

Rebecca A. Bowman and Gregg R. Zegarelli

Continuing Education:

PA CLE - 6.0 (Incl. 1.0 ethics)

NJ CLE - 7.2 (Incl. 1.2 ethics)

See inside for details!

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SEMINAR OUTLINE

I. U.S. vs. UNIDROIT vs. CISG Contracts

9:00 - 10:15, *Rebecca A. Bowman*

- A. General Provisions
- B. Formation and Authority of Agents
- C. Validity and Grounds for Avoidance
- D. Interpretation
- E. Content, Third-Party Rights and Conditions
- F. Performance and Hardship
- G. Non-Performance, Termination and Damages
- H. Assignment of Rights, Transfer of Obligations and Assignment of Contracts
- I. Limitation Periods
- J. Plurality of Obligors and of Obligees

II. Drafting Best Practices to Ensure Enforceability

10:30 - 11:45, *Rebecca A. Bowman*

- A. Organizing Contract Provisions Logically
- B. Indemnity and Arbitration Clause Developments
- C. Conditional Language and its Place
- D. Exception and Subordination Clauses
- E. Terms and Deadlines - What Should and Should Not be Specified
- F. Avoiding Ambiguities and Inconsistencies
- G. Articulating Formulas That all Parties Agree to
- H. Attachments and Modifiers That Increase Clarity
- I. Enforcement Provisions That Hold up in Court
- J. Amendments and Waivers on Behalf of Your Client
- K. Writing for Readability and Precision

*If needed, the above agenda may be changed to best accommodate all of our attendees.

III. Negotiation and

Re-Negotiation Strategies

12:45 - 1:45, *Rebecca A. Bowman*

- A. Determining the Goals - What Does the Client Want?
- B. Outlining Major Substantive Issues
- C. Addressing the Weak Points of Your Case
- D. Choosing a Style - Cooperative vs. Adversarial
- E. Identifying Important Timelines
- F. Effective Openers
- G. Utilizing the Information Exchange Phase
- H. The Art of Bargaining
- I. Re-Starting Stalled Negotiations
- J. Multi-Party Negotiation Considerations
- K. Practical Tips for Pushing Beyond an Impasse
- L. Negotiation Mistakes to Avoid
- M. What to do When the Negotiation Fails

IV. Contract Dispute Must-Knows

1:45 - 3:00, *Gregg R. Zegarelli*

- A. Are Documents of Intent Binding?
- B. Breach of Contract Steps
- C. Total or Partial Failure of Consideration
- D. Proving the Contract is Valid
- E. Identifying the Obligation or Duty
- F. When to Pursue a Tort
- G. When to Litigate vs. ADR
- H. Limitations of Direct Damages and Remedies
- I. Limitations of Consequential and Incidental Damages

V. Ask the Experts Q&A Session

3:15 - 3:30, *Rebecca A. Bowman and Gregg R. Zegarelli*

VI. Ethics for the Transactional Attorney

3:30 - 4:30, *Gregg R. Zegarelli*

- A. E-mail and Other Informal Transmittal of Deal Terms
- B. Role of Lawyers in Negotiations
- C. Maintaining Confidentiality
- D. Avoiding Conflicts of Interest

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SEMINAR OVERVIEW

Draft and Enforce Rock-Solid Contracts

It can be easy to simply run on auto-pilot when drafting business contracts; however, these important agreements should be carefully structured, negotiated and worded to ensure your client's needs are met. Do you know how to create enforceable contracts that also prevent costly litigation? This program will go beyond the basics of contract law so you can draft from a litigator's perspective. Review how to work through contentious negotiations and re-negotiation road-blocks that can stall the case. Learn from seasoned attorneys who have perfected their craft and apply their time-tested strategies and techniques to your next contract. *Register today!*

BENEFITS OF ATTENDING

- Review the principles that govern U.S. and international contract standards.
- Identify when and how to use conditional language to your advantage.
- Know best practices for avoiding ambiguities and inconsistencies that ultimately decrease contract enforceability.
- Learn which negotiation technique to apply based on the parties involved.
- Listen as experienced attorneys provide tips for working through an impasse when one or both parties is refusing to budge on terms or conditions.
- Be able to prove during a dispute that the contract in question is indeed valid and legal.
- Calculate direct and consequential damages incurred because of a breach of contract.
- Avoid ethical dilemmas associated with e-mailing contract terms and electronic signatures.

WHO SHOULD ATTEND

This **intermediate-to-advanced level program** is designed for attorneys who encounter contracts in everyday practice.

CREDIT INFORMATION

The specific continuing education credit(s) listed are for attending the live seminar. For additional questions regarding continuing education credits, please contact us at **866-240-1890**.

PA CLE - 6.0 - This program has been approved by the Pennsylvania Continuing Legal Education Board for a total of 6.0 hours, including 5.0 hours of substantive law, practice and procedure CLE credit and 1.0 hour of ethics, professionalism or substance abuse CLE credit.

Distance Learning credit is available for the recording + manual.

NJ CLE - 7.2 - This program has been approved by the Board on Continuing Legal Education of the Supreme Court of New Jersey for 7.2 hours of total CLE credit. Of these, 1.2 qualify as hours of credit for ethics/professionalism.

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REBECCA A. BOWMAN is the principal of a certified woman-owned business in dispute resolution, estate planning, civil engineering, real estate, legal services, strategic development, and training. She is experienced in dispute resolution, estate planning and administration, engineering design and forensic analysis, construction/project management, real estate, small business start-up, employment law, and nonprofit support. She is a registered professional engineer and a certified arbitrator and mediator. Mrs. Bowman writes a column for the *PE Reporter*, "Risky Business," and lectures for the Community College of Allegheny County, Pennsylvania State University, the Washington County Bar Association, the Pennsylvania Society of Professional Engineers and National Business Institute. She earned her B.S. degree, in civil engineering, from the University of North Dakota; her M.B.A. degree from Oklahoma University; and her J.D. degree from Duquesne University. Mrs. Bowman is involved with the National Society of Professional Engineers, the American Arbitration Association, the Institute for Christian Conciliation, the Financial Industry Regulatory Authority, and the American Bar Association. She volunteers with the Senior Action Coalition, Legal Aid, Children and Youth Services, Pregnancy Resource Center of the South Hills, United Way, Thomas Presbyterian Church, and Interfaith Hospitality Network of the South Hills.

GREGG R. ZEGARELLI is managing shareholder of the Technology & Entrepreneurial Ventures Law Group, P.C., where he concentrates in corporate and business transactions, as well as intellectual property. His representation includes a dynamic mix of public and privately-held companies; advising on formation and growth strategies; venture capital; mergers and acquisitions; and licensing of technology and intellectual property. Mr. Zegarelli has personally negotiated significant deals with well-known companies, including Coca-Cola, Disney, General Electric, Intel, Mattel, MGM, Microsoft, Sony and Xerox. He has given multiple accredited seminars on business and technology-related issues. Mr. Zegarelli has been interviewed by local and national media regarding a variety of legal issues, and his works have been cited in the Pennsylvania Consolidated Statutes and reprinted in the *MacMillan Encyclopedia* (Gale Group). He is a member of the District of Columbia Bar, and the Illinois State and Pennsylvania bar associations. Mr. Zegarelli has presided for more than 100 American Arbitration Association arbitration proceedings, and regularly practices in the federal court. He earned his B.A. degree from Duquesne University, and his J.D. degree from Duquesne University School of Law. Mr. Zegarelli is qualified to sit for the C.P.A. examination in Pennsylvania.

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PITTSBURGH (Hotel located in Canonsburg) AUGUST 22

Hilton Garden Inn Pittsburgh Southpointe
1000 Corporate Drive, Canonsburg PA 15317
Phone: 724-743-5000

SCHEDULE

REGISTRATION TIME 8:30 — 9:00 am

SEMINAR TIME 9:00 am — 4:30 pm

Complimentary snacks and refreshments are provided.

Lunch is on your own.

TUITION

\$339 for the first registrant

\$329 for each additional registrant

Hardship tuition assistance is available. To apply, please call (800) 930-6182.

DIRECTIONS & PARKING

To obtain directions and parking information, please contact the facility listed.

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*Pre-registration is encouraged. If you need to register at the door, you may wish to call us first to confirm availability and to receive information regarding schedule or location changes.

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63399

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