

# Business Contracts A to Z

*Draft Legally Binding Documents In Your Favor*

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ONE-DAY SEMINAR

**Pittsburgh, Pennsylvania**  
November 9, 2011

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## FACULTY

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Rebecca A. Bowman  
Barry B. Gindlesperger  
Brian J. Golias  
Jeffrey T. Morris  
Gregg R. Zegarelli

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## CONTINUING EDUCATION

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NJ CLE - 7.2  
PA CLE - 6.0  
NALA - 6.0  
NFPA - 6.0  
*See inside for details!*



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# SEMINAR OUTLINE

## **I. ESSENTIAL LEGAL ELEMENTS**

*9:00 - 9:45, Rebecca A. Bowman*

- A. Common Terminology and Definitions
- B. Master Agreements
  - 1. How Subsequent Agreements Affect Master Agreements
- C. Choice of Forum and Law
- D. Statute of Limitations

## **II. NEGOTIATION STRATEGIES**

*9:45 - 10:45, Rebecca A. Bowman*

- A. Steps to Ensure Good Deals
- B. Tips to Avoid Bad Deals
- C. Preliminary Agreements
- D. Letters of Intent
- E. Oral Representations
- F. Revoking an Offer
- G. Counteroffers

## **III. COMPETITION ISSUES**

*11:00 - 11:45, Jeffrey T. Morris*

- A. Non-Compete Clauses: Drafting and Enforcement
- B. Confidential Information
- C. Trade Secrets and Intellectual Property

## **IV. DRAFTING BUSINESS CONTRACTS (WITH CHECKLISTS)**

*12:45 - 1:45, Brian J. Golias*

- A. Terms and Conditions
- B. Representations, Warranties and Indemnification
- C. Dispute Resolution Provisions
- D. Boilerplate Provisions
- E. Drafting Shareholder and Operating Agreements
  - 1. Sole Proprietorship
  - 2. Partnership
  - 3. Corporations
  - 4. LLC
- F. Drafting Purchase and Sale Agreements

## **V. BREACH OF CONTRACT**

*1:45 - 2:30, Jeffrey T. Morris*

- A. Enforceability Issues
- B. Addressing Disputes
- C. Calculating Damages
- D. Successful Remedies

## **VI. BANKRUPTCY'S EFFECT ON CONTRACTS**

*2:45 - 3:30, Barry B. Gindlesperger*

- A. Requirements of Assumption
- B. Standards for Rejection

## **VII. CONTRACT ETHICS**

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

- A. Rules of Professional Conduct
- B. Confidential Information of a Client
- C. Scope of Representation
- D. Conflicts of Interest

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

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# SEMINAR OVERVIEW

## ABOUT THIS SEMINAR

### Update Your Contract Law Knowledge

Reviewing, drafting and negotiating contracts can be one of the most important and tedious aspects of a business attorney's practice. Are you confident in your abilities to draft and negotiate legally sound contracts in your client's favor? This seminar will review the latest tips and techniques for writing contracts so you can remain up to date. Don't miss this opportunity to advance your contract negotiation and drafting skills. *Register today!*

## BENEFITS OF ATTENDING

- Review key contract terminology and definitions of essential legal elements.
- Know how master agreements can be affected by subsequent agreements.
- Understand how operating agreement are different based on the business entity.
- Learn how to protect intellectual property and trade secrets to avoid theft of confidential information.
- Utilize effective negotiation strategies that ensure good deals and avoid bad deals.
- Identify and employ remedies for breach of contract issues.
- Recognize how bankruptcy can affect contracts and specifically the assumption or rejection of terms.
- Review ethical issues such as rules of professional conduct.

## WHO SHOULD ATTEND

This **basic-to-intermediate level seminar** is designed for attorneys. It may also benefit paralegals.

## CREDIT INFORMATION

The specific continuing education credit(s) listed are for attending the live seminar. The credits may or may not apply for the audio version of this seminar. Please check with your credit board for details.

For additional questions regarding continuing education credits, please contact us at **866-240-1890**.

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**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.

**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.

**NALA - 6.0** - This seminar meets the requirements of the Certifying Board for Legal Assistants of the National Association of Legal Assistants, Inc., for 6.0 hours, including 1.0 ethics, of continuing legal assistant education credit required to maintain the CLA (Certified Legal Assistant) credential.

Self-Study credit is available.

**NFPA - 6.0** - This seminar has been approved by The National Federation of Paralegal Associations, Inc. (NFPA) for 6.0 hours of Continuing Legal Education, including 1.0 hour of ethics. Self-Study credit is available.

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- Aug. 24** FDCPA and Collecting the Judgment (57198ER)
- Aug. 30** Legal Ethics: Terminating Legal Representation (57684ER)
- Sept. 8** New ADA Accessibility Standards in Construction in 2012 (56484ER)
- Sept. 9** Medicare Conditional Payment Subrogation Rights (57832ER)

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**REBECCA A. BOWMAN** is the principal of a certified woman-owned business in estate planning, civil engineering, dispute resolution, real estate, legal services, strategic development, and training by Allegheny County, PennDOT, PADGS, PAT, Massachusetts, New York State and New Jersey Transit. Ms. Bowman is experienced in real estate planning and administration, nonprofit support, guardianship and conservatorship, engineering design and forensic analysis, construction/project management, dispute resolution, real estate, small business start-up and employment law. She is a registered professional engineer and a certified arbitrator, mediator and Christian conciliator. Ms. Bowman writes a column for the *PE Reporter*, "Risky Business," and is an adjunct professor at the Community College of Allegheny County, where she teaches small business startups, and at Penn State, where she teaches CPA education seminars. She is involved with the National Society of Professional Engineers, the American Arbitration Association, the Institute for Christian Conciliation, the National Association of Securities Dealers and the American Bar Association. Ms. Bowman earned her B.S. degree from the University of North Dakota, her M.B.A. degree from Oklahoma University and her J.D. degree from Duquesne University.

**BARRY B. GINDLESERGER** is a sole practitioner in Greensburg, Pennsylvania, where his main areas of practice include bankruptcy, consumer law, collections and creditors' rights, commercial law, transactions, and litigation. Mr. Gindlesperger is a member of the Westmoreland County Bar Association (member, Bankruptcy Committee). He earned his B.A. and J.D. degrees from the University of Pittsburgh, where he graduated, cum laude, and was a member of the *Law Review* and the Order of the Coif.

**BRIAN J. GOLIAS** is a partner in the corporate department of Dinsmore & Shohl LLP. Mr. Golias focuses his practice in the corporate, securities, and banking law arenas. He has valuable experience working with financial institutions in connection with documentation of credit facility transactions and modification of existing credit facilities, as well as "work-out" and "debtor-in-possession" financing. In addition, Mr. Golias has provided his clients with assistance in entity selection and formation, development of new markets and products, public offerings and private placements, regulatory compliance, licensing, contracting, business succession planning, asset and stock acquisition, and divestiture transactions. He has represented bank clients in connection with loan transactions ranging from several million dollars to more than several hundred million dollars, including business acquisition financings, real estate acquisition financings, equipment purchase financing transactions, lines of credit, and convertible debt transactions. Mr. Golias has also assisted both national and local businesses and developers from the start-up and development stage of their business throughout the life-cycle of the business. His extensive experience enables him to counsel

clients and provide practical advice to resolve issues in all aspects of his client's business, including transaction and tax planning, debt and equity structuring, corporate governance issues and operational matters. Mr. Golias has assisted clients in successfully negotiating deals with joint venture partners in order to establish foreign operations. He has advised clients in the implementation of best practices and procedures, including procedures for sales and procurement and operational matters. Additionally, Mr. Golias has worked with real estate lenders and developers in order to acquire financing and develop retail and commercial centers. He earned his B.A. degree, cum laude, from the University of Pittsburgh and his J.D. degree, magna cum laude, from Duquesne University School of Law.

**JEFFREY T. MORRIS** is a partner with the law firm of Morris Jobe & Cook Attorneys at Law, LLC, where he practices in the areas of zoning, construction, business and commercial litigation matters, representing lenders in state, federal and bankruptcy courts, as well as corporate, transactional and construction litigation matters. He is admitted to practice in Pennsylvania and West Virginia. Mr. Morris is a frequent lecturer to the Pennsylvania Bar Institute and the Federal Bar Association on commercial litigation and employment law issues. He is a member of the Pennsylvania, Allegheny (member, Construction Dispute Resolution Group) and American bar associations, and the American Arbitration Association (Commercial Arbitration Panel). Mr. Morris is vice chair of the Bradford-Wood Borough Planning Commission. He earned his B.A. degree, magna cum laude, from the University of Pittsburgh and his J.D. degree, cum laude, from the University of Pittsburgh School of Law.

**GREGG R. ZEGARELLI** is managing shareholder of the Technology & Entrepreneurial Ventures Law Group, P.C., where he concentrates in corporate and business transactions and intellectual property. His representation includes a dynamic mix of public and privately-held companies and 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, Illinois State and Pennsylvania bar associations. Mr. Zegarelli has presided for more than 100 American Arbitration Association arbitration proceedings, and he regularly practices in the federal court. He received 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 — NOVEMBER 9

(Hotel located in Canonsburg)

Hilton Garden Inn Pittsburgh Southpointe

1000 Corporate Drive, Canonsburg PA 15317

Phone: 724-743-5000

### SCHEDULE

Registration 8:30 — 9:00 am Seminar 9:00 am — 4:30 pm  
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