

ABOUT THE SEMINAR

How to Draft a Contract is a “how to” drafting program relevant to lawyers entering any area of transactional practice, including corporate, mergers and acquisitions, business law, and intellectual property, to name just a few. The program begins with a discussion of the legal context of drafting, revealing outside forces that may dictate the way specific terms of the agreement are drafted or interpreted. The program examines the meaning and implications of common performance and boilerplate provisions and includes specific drafting techniques and strategies that lawyers can implement immediately to draft legal documents with confidence.

ABOUT THE SPEAKER



Lenné Eidson Espenschied has earned her status as one of the Top 2 contract drafting speakers in the country by continually striving for excellence and providing innovative, practical skills-based training for transactional lawyers. She practiced law in Atlanta, Georgia for 25 years, focusing on corporate and transactional representation of technology-based businesses. She is the author of two books published by the American Bar Association: *Contract Drafting: Powerful Prose in Transactional Practice* (ABA Fundamentals, 3rd Ed. 2019) and *The Grammar and Writing Handbook for Lawyers* (ABA Fundamentals, 2011). After graduating from the University of Georgia School of Law magna cum laude, Ms. Espenschied began her legal practice at the firm now known as Eversheds Sutherland; she also served as Senior Counsel in the legal department of Bank of America before eventually opening her own law office. As a law professor, Ms. Espenschied taught commercial law, contracts, and contract drafting. Her passion is helping lawyers acquire the skills they need to be successful in transactional practice.

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HOW TO Draft a Contract



View information on
your mobile device or
register online.

**Wednesday, April 26, 2023 –
Attend In Person**



Featuring
Nationally-Renowned
Contracts Expert
**Lenné Eidson
Espenschied**

HOW TO Draft a Contract

Negotiating and Drafting Key Contract Provisions:

- Understand the meaning of, and negotiating strategies for **key provisions and boilerplate indemnification provision**, even in low leverage situations
- Appropriately **allocate risk between the parties** using clear, simple language
- Use the **right words** to create the intended legal consequences
- Avoid unintentionally ambiguous **phrasing traps**
- **Minimize risks** associated with drafting in “the cloud”
- And more!

Wednesday, April 26, 2023 – Attend In Person

Minnesota CLE Conference Center
600 Nicollet Mall, Suite 370, Minneapolis

Can't Attend In Person? View the Online Replay on Wednesday, May 17, 2023.

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For assistance, call Minnesota CLE at **651-227-8266** or **800-759-8840** or email customerservice@minncle.org.

TUITION:

\$275 MSBA member

\$275 paralegal

\$325 standard rate

SEASON PASSHOLDERS:

- **Super Passholders** may attend the in-person seminar or the online replay at no charge.
- **In-Person Passholders** may attend the in-person seminar at no charge or the online replay for 50% off.
- **Online Passholders** may attend the in-person seminar for 50% off or the online replay at no charge.

NEW LAWYER DISCOUNT!

New lawyers who have been admitted to the bar fewer than 3 years receive a 50% discount.

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Wednesday, May 17, 2023
View online at www.minncle.org
A moderator will be available to answer questions by email.

HOW TO REGISTER

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COURSE MATERIALS

In-Person Attendees
Course materials will be provided to in-person attendees in hard copy. In-person attendees will also have electronic access to the course materials via their Minnesota CLE website accounts.

Online Replay Attendees
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CREDITS

Minnesota CLE is applying to the Minnesota State Board of CLE for **6.0 standard CLE credits**. The maximum number of total credits attendees may claim is 6.0 credits.

SCHOLARSHIPS AVAILABLE

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ACCOMMODATION

If you have a disability and need an accommodation in order to attend this seminar, contact Minnesota CLE as soon as possible at **800-759-8840** or customerservice@minncle.org.

CANCELLATION POLICY / NO-SHOW POLICY

Paid registrants who cancel before the seminar will receive a refund upon request. Paid registrants who do not cancel and are unable to attend will retain access to the seminar materials through their Minnesota CLE website account.

QUESTIONS?

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1:10 – 2:40 p.m.

Drafting Techniques and Strategies

Don't start drafting (or editing) without some forethought and strategic planning. This session will take you through:

- Best practices for defined terms
- Words to create specific legal consequences
- How to start from a winning position
- What really matters in allocating risk
- How to track money and alternative incomes

2:40 – 2:55 p.m.

BREAK

2:55 – 4:25 p.m.

Handling ADR, Gender, Numbers and Amendments

Signatures on the page are never the "end" of the deal. This closing component of the day will tackle important contract elements that may require ongoing maintenance and consideration:

- ADR methods
- Gender
- Appearance
- Amendments
- Effective contract review
- Ethical considerations for drafting "in the cloud" using web apps like Google Docs and iCloud

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the live seminar?**

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Wednesday, May 17, 2023.

8:30 – 9:00 a.m.
CHECK IN & CONTINENTAL BREAKFAST

9:00 – 9:05 a.m.
WELCOME & ANNOUNCEMENTS

The Characteristics of Excellent Contract Drafting

What makes for excellent drafting? This session will examine that question and:

- Identify the characteristics of excellent drafting
- Explain the context of legal drafting
- Highlight the components of a contract

10:35 – 10:50 a.m.
BREAK

Negotiating and Drafting Key Provisions

The most important provisions in your clients' contracts also present the most opportunity for conflict – in negotiating and in performing the agreement. This session will provide practical tips for negotiating and drafting these key provisions:

- Scope
- Representations and warranties
- Express warranties, limited warranties, and disclaimers
- Warranty of Merchantability
- Warranty of Fitness for a Particular Purpose
- Limitations of Liability
- Liquidated Damages
- Indemnification
- Term and termination clauses

12:20 – 1:10 p.m.
LUNCH BREAK (ON YOUR OWN)