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Advanced Contract Issues

for In-House Counsel

Advanced Contract Issues

for In-House Counsel

MONDAY, JUNE 9, 2025

Attend In Person

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

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View an online replay Tuesday, June 24, 2025 or Thursday, July 10, 2025
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Advanced Contract Issues

for In-House Counsel

Monday, June 9, 2025
Attend In Person

A faculty of **experienced in-house counsel and private practitioners** provide advanced, practical guidance on –

- Contractual Risk Transfer
- Non-Competes, Non-Solicits & NDAs
- Indications of Interest, Letters of Intent, and Term Sheets
- IP Provisions
- Contracting with the Government
- And More!

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

9:00 – 9:05 a.m.
Welcome & Introduction
– *Daniel D. Santos, Course Chair*
Chief Legal Officer
UCare; Minneapolis

9:05 – 10:05 a.m.
Contractual Risk Transfer – Indemnity, Purchase of Insurance, Limitations of Liability

This session discusses risk transfer in the context of a commercial transaction and is intended to assist in-house counsel with some of the issues that should be considered when addressing risk transfer in this context.

– *Bryan C. Keane*
Dorsey & Whitney LLP; Minneapolis
– *Damon E. Schramm*
Togetherwork; Minneapolis

10:05 – 10:15 a.m.
BREAK

10:15 – 11:15 a.m.
A Changing Legal Landscape – How to Create Enforceable and Effective Restrictive Covenants Amid New State Bans and Federal Agency Positions

Recent legal changes in many states (including Minnesota), and actions by federal agencies make all the more critical careful drafting of restrictive covenants, non-competes, non-solicits, and non-disclosures in business agreements. The session will help the non-employment business attorney create an enforceable and effective restrictive covenant agreement to protect your client's investments.

– *Chris Amundsen*
Nilan Johnson Lewis PA; Minneapolis
– *Andrew L. Peterson*
St. Croix Hospice; Oakdale
– *Austin J. Spillane*
Nilan Johnson Lewis PA; Minneapolis

11:15 – 11:25 a.m.
BREAK

11:25 a.m. – 12:25 p.m.
Indications of Interest, Letters of Intent, and Term Sheets – Practical Advice for M&A and Other Deal Contexts

Topics include: advantages and disadvantages of indications of interest, letters of intent, and term sheets; their strategic use; essential provisions; when and whether they should be signed; and more.

– *James R. Debuse*
Ameriprise Financial; Minneapolis
– *Jonathan L.H. Nygren*
Faegre Drinker Biddle & Reath LLP; Minneapolis

12:25 – 1:00 p.m.
LUNCH BREAK (on your own)

1:00 – 2:00 p.m.
Key Considerations in Contracting with Government Entities

What are the additional compliance obligations when contracting with local, state, and federal government entities as compared to contracting with private-sector entities? Who at your client needs to know that the work being done is for a government contract (to make sure those compliance obligations are known and met)? What are the typical steps and timeline from RFP to end of project?

– *Alex Hontos*
Dorsey & Whitney LLP; Minneapolis
– *Sarah J. Massuch*
Combat Mission Systems, BAE Systems; Minneapolis

2:00 – 2:10 p.m.
BREAK

CAN'T ATTEND THE LIVE SEMINAR?

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2:10 – 3:10 p.m.

Crafting and Negotiating IP Provisions in Commercial Agreements

Join experienced transactional counsel to discuss and learn the nuances of drafting and negotiating IP provisions across a variety of commercial contexts. We will cover the gamut of “day to day” commercial transactions (e.g., subscriptions, licensing, supply chain, professional services, etc.) as well as IP provisions in M&A, joint venture and other “non-ordinary course” transactions. Areas of focus will include IP representations and warranties, indemnification, confidentiality and the interplay between these provisions; where and how data and analytics fit into the IP conversation; IP due diligence; risk allocation and mitigation and the business effects of enforcing IP provisions in commercial and M&A transactions.

– *Jacob M. Abdo*
Greenberg Traurig, LLP; Minneapolis
– *Alexander J. Kim*
Greenberg Traurig, LLP; Minneapolis
– *Mary G. Sennes*
Stoel Rives, LLP; Minneapolis

3:10 – 3:15 p.m.
BREAK

3:15 – 4:15 p.m.
When a Contract Goes Bad, But Both Parties Still Need Each Other

Experienced practitioners discuss a common, tricky situation – how to move forward when a contractual relationship is on the rocks, but the parties still need to work together for the foreseeable future. How might a party negotiate its way to better – or at least acceptable – terms including when it's the party with less leverage? How do you wind up a contract over mission critical services/products?

– *Kathy Bray*
SFM Companies; Bloomington
– *Kaniah Whitehorn Konkoly-Thege*
Quantinum; Minneapolis
– *Mark Privratsky*
Prudential; Minneapolis
– *Daniel D. Santos, moderator*

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Third Floor City Center, Minneapolis

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A moderator will be available to answer questions by email.

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QUESTIONS?
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