



Contracts Overview through Applications

ORIGINAL PROGRAM DATE

February 27, 2026

REPORTING YOUR CREDIT

This on-demand program was a live seminar presented on February 27, 2026. If you attended or viewed the original presentation, please note that WSBA members may not claim credit for the same CLE sessions if repeated within their three-year reporting period.

DESCRIPTION

Attorneys approach contracts differently based on their role and organization. This on-demand seminar will focus on a few applications, NDA and confidentiality agreements with a nonprofit and choice of law/forum selection and reviewing Article 2 like a litigator from two academic perspectives. The seminar will conclude with a review of an alternative to the AI drafting choice, a free contract exemplar database.

AGENDA

1 The Secret Language of Choice-of-Law and Forum Selection Clauses

This presentation discusses a number of submerged issues that warrant attention when you are drafting, negotiating, and litigating choice-of-law and forum selection clauses.

Professor John F. Coyle - UNC School of Law, Chapel Hill, NC

2 Confidentiality and Compliance: Crafting NDAs That Work

Nondisclosure agreements (NDAs) are a cornerstone of vendor and business-to-business contracts, safeguarding trade secrets, and other sensitive commercial information. This CLE session will focus on NDAs and confidentiality under Washington law, offering practical guidance on drafting enforceable NDAs that comply with state regulations. You will learn:

- How to craft NDAs that align with current legal standards
- Which NDA clauses may be void as a matter of public policy (e.g., provisions restricting discussion of illegal conduct)
- Key components of effective confidentiality agreements and common drafting pitfalls
- Ethical considerations for attorneys, including intersections with the Washington Rules of Professional Conduct

This program provides actionable strategies to help lawyers protect sensitive information while upholding legal and ethical obligations.

Szlvia Szilagyi - Washington State Bar Association, Seattle, WA

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3 Article 2 From Opening to Endgame

A commercial litigator engaged in a sale of goods dispute quickly discovers that the rules of Article 2 do not apply themselves, an indeterminacy that offers both hope and risk. Every rule of Article 2 presents tactical opportunities for both sides in its interpretation and application. This presentation will illustrate this claim by using hypothetical situations in which a litigator should consider several tactics that are not apparent from the text of Article 2: statute of frauds discovery techniques; winning the battle of the forms by using rolling contracts; documenting oral agreements with stealth confirmations; superseding oral agreements by using the parol evidence rule; securing favorable terms by using trojan horse invoices; shifting burdens of proof by strategic rejections of goods; inducing a repudiation by (ab)using a demand for assurances of performance; checkmating a buyer with the notice of breach rule; “running out the clock” on statutes of limitations; and maximizing remedies for non-conforming deliveries. But a skilled litigator must also play defense: each of these tactics is vulnerable to counter-argument. And all of them are also vulnerable to proper planning: a well-drafted sales contract can avoid all the risks lurking in the text of Article 2.

Sidney Delong - Seattle University School of Law, Seattle, WA

4 Contract Legal Tech for the Masses: Free, Online and non-AI

This CLE presentation promotes the use of free and accessible legal tools designed to enhance and assist transactional professionals in the drafting and negotiation of commercial contracts. In particular, the instructors demonstrate the use of the Contract Codex (www.contractcodex.com) and the Contract Reference Tool (contract-reference-tool.onrender.com), each of which is available to anyone with a web browser and without the need for paid subscriptions or special proprietary software or hardware platforms. The goal of this presentation is to make the legal community aware that reliable and helpful legal tech tools do not have to be expensive or AI-based.

Howard Kwon - University of Miami School of Law, Coral Gables, FL

Robert McKee - California Attorney General, Sacramento, CA