



**Business Law Forum 2014:  
Issues in Drafting Contract Insurance Provisions  
May 5, 2014  
Tennessee Bar Center - Nashville, TN**

**Program Description:**

Many contracts that lawyers prepare and review for business clients include insurance provisions. However, those provisions can be complex and include quite specialized language. This program is intended to provide analysis of insurance requirements and suggested language for insurance provisions in several types of contracts that business lawyers frequently encounter. The contracts to be discussed include commercial real property leases, agreements pertaining to loan transactions, construction contracts, and agreements pertaining to mergers and acquisitions. The presenters will discuss typical insurance provisions in each of these types of contracts and pitfalls of some common provisions. The program is intended to be useful for transactional lawyers and others involved in advising clients regarding the various types of contracts covered.

**Producers:** Dennis R. McClane, *Woolf, McClane, Bright, Allen & Carpenter, PLLC*  
Van P. East III, *Frost Brown Todd LLC*  
Lillian M. Blackshear, *Bass, Berry & Sims PLC*  
Kristopher W. Kemp, *Harwell Howard Hyne Gabbert & Manner, P.C.*

**Agenda**

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|----------------|--|
| 8:30 – 9:00am  | <b>Registration</b>  |
| 9:00 – 9:30am  | <b>Basic Insurance Terminology and Current Policies</b><br>Raymond L. Oakes, III, <i>Tennessee Insurance Services, Inc.</i><br><br>This will be an overview of current policy forms and terms of art in commercial insurance.  |
| 9:30 – 10:00am | <b>Commercial Leases</b><br>Scott R. Brown, <i>Frost Brown Todd LLC</i><br><br>This portion of the seminar will address insurance provisions contained in commercial leases. We also will address specific issues and risks confronting owners and tenants arising from property and liability provisions. |

10:00 – 10:30am

**Loan Transactions**

Amanda Elliott Stanley, *Bass, Berry & Sims PLC*

Loan documents typically contain requirements that entities maintain certain types of insurance. It is important that clients understand these obligations both at the closing of the loan and in their continued operations. We will discuss some typical loan document insurance provisions as well as insurance certificates, endorsements, and other requests often made by lenders.

10:30 – 10:45am

**Break**

10:45 – 11:45am

**Construction Contracts**

J. Ford Little, *Woolf, McClane, Bright, Allen & Carpenter PLLC*  
Raymond L. Oakes, III, *Tennessee Insurance Services, Inc.*

Construction contracts, and in particular standardized forms prepared by the AIA, CONSENSUSDOCS, and others contain provisions that are utilized by owners, contractors, and subcontractors to shift risk among the parties. Insurance provisions are used to protect the contracting parties from these risks. This portion of the seminar will address issues confronting owners, contractors and/or subcontractors arising from the property insurance, liability insurance, and professional liability insurance provisions.

11:45 – 12:45pm

**Mergers & Acquisitions**

Charles Maxell, *Willis Insurance*  
Glenn B. Rose, *Harwell Howard Hyne Gabbert & Manner, P.C.*  
William Edwards, *Gallagher Insurance*

The first part of the session will provide an overview of D&O insurance issues arising in connection with an M&A transaction. William Edwards will provide an overview of how reps and warranties insurance is used in connection with an M&A transaction.

**Total: 3.5 General Hours**