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Welcome



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Hot Topics Roundtables



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Pre-Contract: There is So Much More Than Just the Franchise Agreement



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The Panelists



Faisal Daudpota
Daudpota
International
Legal
Consultants



Jennifer Shayko
Aird Berlis



Shaun Temby
Maddocks



Beata Krakus
UB Greensfelder

The agenda

- The importance of the pre-contract stage
- Diligence
- The timing of disclosure
- LOIs, Heads of Terms, Term Sheets
- Setting the stage for a successful relationship
 - Financial assurances/representations before the franchise agreement is signed
 - Guarantees and letters of credit
 - Provisions that you cannot negotiate

Why the Pre-Contract Stage Matters

- The importance of candidate selection
- Franchise laws triggered by early actions

Diligence

- On the candidate
 - What to look for
 - How to find the information
- On the market
 - Is it a “franchise”?
 - Understanding the legal landscape
 - Understanding business culture
 - Intellectual property protection and foreign language marks

The timing of disclosure

- Understand the process of preparing and registering the disclosure document
- Can you avoid statutory timing requirements?
- Do confidentiality agreements/NDAs trigger disclosure requirements?
- Do deposits and LOIs trigger disclosure requirements?

LOIs, MOUs, Heads of Terms, Term Sheets

- Purpose
- Binding or non-binding?
- Common terms
- Does too much detail make a non-binding LOI binding?

Money, money, money

- Financial assurances/representations before the franchise agreement is signed
- Guarantees and letters of credit

The non-negotiable provisions

- Dispute Resolution
- Termination
- Non-renewal
- Unfair contract terms
- Mandatory content
- Inventory re-purchase



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Dispute Resolution: How to Handle Pre-Dispute Negotiations?



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