

Commercial Agreements: A Lawyer's Guide to Drafting and Negotiating

2025 Edition

By Peter Siviglia

HIGHLIGHTS

- **New Chapter 15D** adds three forms of agreement for the manufacture and sale of products. The first two are for products for which the buyer/developer provides the specifications. The first of these two is for a defined product and the second is for a product in development. Both agreements include warranties by both the developer and the manufacturer and treat confidentiality issues and delays due—and not due—to *force majeure*.
The second agreement, the one for a product in development, is, in effect, an agreement to agree, treating the requirements needed for the developer and manufacturer to reach agreement on the product to be produced and the risks involved and the protections required in case the developer decides to abandon the product.
The third agreement is for the manufacture and sale of products according to the manufacturer's specifications. As with the first two contracts, this contract includes warranties by the manufacturer and treats confidentiality issues and delays due—and not due—to *force majeure*.
- Changes to §§ **6:1 and 6:4** reflecting developments with respect to the Federal Trade Commission's rule banning non-compete clauses.

- Addition to § **16X-8** of price adjustment clauses based on changes in component costs and labor costs.
- Additions to **Chapter 19** (Negotiating): A segment on Bluffing to item B under § **19:1**; and “The Negotiator’s Prayer” to § **19:2**.
- Additions and refinements to the other chapters.

You can reach Peter Siviglia at 914-366-7877 or psiviglia@aol.com.