

CRONIN

A PROFESSIONAL LIMITED LIABILITY COMPANY

Intellectual Property Law
Including Business and Technology Transactions,
Patents, Trademarks, Copyrights and Social Media

AIMEE GORDON

With over 18 years of practice in private law firms and in-house for St. Jude Medical, Inc., Ms. Gordon has experience in a variety of commercial transactions, litigation and counseling. Her primary expertise is in commercial transactions involving various vendor agreements and product/service purchases and sales, as well as related product evaluation, distributor and end-user agreements. She has substantial experience negotiating and consulting on professional services agreements and their related statements of work, software licensing and cloud computing/SaaS agreements and their related maintenance and support services agreements, reseller and OEM agreements, co-marketing arrangements, non-disclosure and other confidentiality agreements, facility rental, sponsorship and commercial lease agreements, and many other business transactions.

Ms. Gordon's private law firm experience has paired well with her prior in-house experience with St. Jude Medical, where she worked closely with C-suite executives, upper and mid-level managers, sales representatives, and the company's customers to negotiate and complete agreements that accurately captured the intended transaction and protected her clients' legal and business interests. This experience has given her an expertise in formulating and communicating guidance to her clients about potential legal and business risks in proposed agreements with a focus on the client's overall business needs and objectives. She is also adept at analyzing executed agreements to provide guidance on issues that arise during or after the term of such agreements. A sample of her transaction-related experience includes:

- Leading negotiations on a Master Purchase Agreement for a financial institution to procure hardware, software and related professional services from and through an intermediary vendor serving as a reseller of such hardware and software from third party developers and manufacturers.
- Leading negotiations on multiple consignment agreements and OEM agreements for parts to be used by and for a manufacturer of gaming machines and related equipment.
- Developing a template Subcontractor Agreement and Non-Disclosure Agreement for nationwide use by a product manufacturer offering turnkey solutions and complete project management involving exterior and interior signage, ATM surrounds, toppers and enclosures, ATM buildings and kiosks, and other specialty items.
- Developing a comprehensive agreement on behalf of a municipally-owned water utility system involving the purchase and installation of hardware, the licensing of on-premises and SaaS software, and the performance of professional services and on-going maintenance related the purchase and installation of "smart" meters city-wide and the transmission and protection of water usage data related thereto.

- Leading negotiations on a broker agreement representing a regional bank that will serve as a reseller of the vendor's benefits administration software as a service solution.
- Leading negotiations on a software subscription agreement for project management software to be used in connection with a client's real estate and construction projects.
- Leading negotiations for a master agreement with a software vendor for web-hosted security awareness training and testing of employees of a regional bank.
- Leading negotiations for a product evaluation agreement for an ATM hardware and software manufacturer with a major credit card retailer to test and analyze the compatibility of their service offerings.
- Developing a template service agreement pursuant to which an employment benefits client sells to its business clients a cloud-based workforce management software solution.
- Performing all in-house legal functions related to a major medical device company's sales to customers and distributors nationwide, including hospitals, integrated delivery networks and group purchasing organizations. These functions included developing and providing guidance on agreements, marketing collateral and other documentation for sales and marketing programs, leading negotiations with customer's attorneys, procurement personnel and executives, and addressing non-compliance by customers with obligations contained in multi-year purchase commitment agreements.
- Leading negotiations on a master license agreement for an electronic learning system involving education and testing tailored to the financial industry for the client's employees.
- Leading negotiations on a master license and services agreement for the use and training of return item processing software for use in the financial and banking environment.
- Leading negotiations for a variety of clients on professional services agreements and statements of work for the installation, customization and implementation of licensed software and related training services.
- Leading negotiations for corporate subscriber terms and conditions for a client to access and use a cloud-based electronic signature software application.
- Leading negotiations and developing agreements for large scale co-marketing and re-seller agreements with other large companies involving extensive product training and mutual transfer and protection of confidential information.
- Developing a form agreement for a client to license entertainment data to developers for their use in application development.
- Leading negotiations on a master distributor agreement for a well-known restaurant chain to use a distributor for the sales and distribution of prepaid gift cards to various retail locations.
- Leading negotiations on an advertising agency agreement for an international framing company.

- Leading negotiations for a client's long-term lease of a suite at a major metropolitan sports arena and concert venue.

Ms. Gordon studied business and marketing as an undergraduate at the University of Texas, where she received a Bachelor of Business Administration in 1999. She received her Juris Doctor from the College of William and Mary School of Law in Williamsburg, Virginia in 2002. She is admitted to practice before the Texas state courts.