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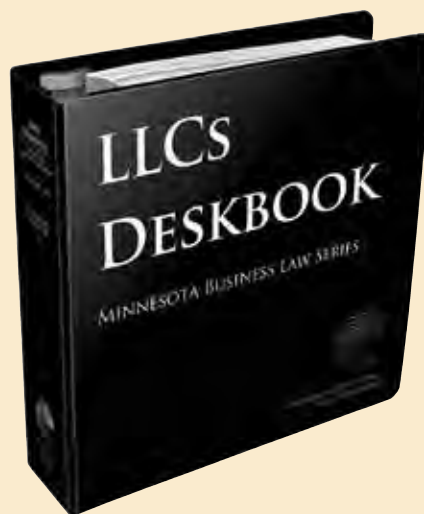
The 2016 **BUSINESS LAW INSTITUTE**

**MONDAY & TUESDAY
MAY 2 & 3, 2016**

Minnesota CLE Conference Center
600 Nicollet Mall, Suite 370 | Third Floor City Center, Minneapolis
Co-sponsored by Minnesota CLE and the MSBA Business Law Section

THE NEW, JUST PUBLISHED **LLCs DESKBOOK**

The *LLCs Deskbook* is a comprehensive resource covering the practical aspects of LLC usage under the new Chapter 322C – formation, governance, financing, employees and compensation, sales and mergers, dissolution, and more!



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This is Your Conference! Timely, Substantive Legal Communication Skills, Colleague

Updates, New Law, and Economic Trends

Your success as a business attorney requires a dedicated understanding of developments in the law, along with continuous learning, application, and iteration. New laws, rules and practice developments all critically affect the way you do your job – and so do changes in the economy. The **Business Law Institute** is the answer for time-pressed attorneys like you – all the relevant information, updates, developments, practice tips, and resources to make day-to-day practice a little smoother.

Focused Learning Options: Choose the Best Path for You

As you well know, business law is broad practice area with many facets. The Institute offers wide-ranging coverage of the most important topics in significant realms – like **Mergers & Acquisitions, Finance & Securities, Cyber Security, Contracts & Documents, Current Developments and more.** With more than 30 breakout session options, you can design a CLE experience to meet your individual needs and areas of interest. Whether you are new to the Institute in 2016, a return participant for the past many years, a senior business attorney, mid-level practitioner, or new lawyer, there is relevant and timely content for everyone.

On May 2 & 3, 2016,
There's No Better Place to Be for

**Minnesota
Business
Lawyers**

Speak Your Clients' Language

This year we enthusiastically welcome featured speaker **Professor Christopher R. Trudeau**, a “zealous advocate for plain language” – he conducts trailblazing research to get beyond lip service to plain language and instead make actual change in legal drafting.

Professor Trudeau is a full-time faculty member at Western Michigan University Thomas M. Cooley Law School. He teaches all forms of legal research, analysis, and writing, but he particularly enjoys teaching legal drafting. He has focused much of his recent research on combating archaic, traditional language in law, health care, government, and business. Professor Trudeau has published novel empirical research on the public's preference for plain language – *The Public Speaks: An Empirical Study of Legal Communication* – in volume 14 of *The Scribes Journal of Legal Writing* (2012). **And don't miss his practical breakout session with real-world tips for better legal drafting.**



The New LLCs Deskbook: Just Published!

In addition, as a **special benefit** this year, each attendee will receive a copy of the new **LLCs Deskbook** – for FREE!!! (A \$175 value.)

Features of the new *LLCs Deskbook*:

- Chapters on Formation, Governance and Management Structures, Tax Considerations, Fiduciary Duties and Liability, Dissolution, and Many More!
- **Sample forms and checklists** including a Sample Operating Agreement for Member-Managed LLC, Checklist of Provisions for the LLC Operating Agreement, LLC Formation Checklist, and more!
- Useful Practice Tips throughout the Deskbook, sharing real-world expert advice.
- And Much More!



Learning, Enhanced Business Context, Connections, and Forms, Forms, Forms!

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Richards Layton & Finger
Wilmington, DE

Ann M. Anaya

3M Company
Saint Paul

Amir Berenjian

Greene Holcomb & Fisher LLC
Minneapolis

Richard C. Berning

Berning & Heidebrecht, Ltd.
Medina

Bert Black

Office of the Minnesota Secretary
of State
Saint Paul

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Jacqueline Chase

Jackie Chase Consulting, PLLC
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Craig W. Trepanier

Trepanier MacGillis Battina P.A.
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Gislason & Hunter LLP
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Gray Plant Mooty
Minneapolis

Dyan Williams

Dyan Williams Law PLLC
Minneapolis

THANKS

A big thank you to our Institute planning committee! Their efforts bring energy and practicality to our program, and we greatly appreciate their thoughtful insights and ideas.

Bert Black
Barry F. Clegg
Zachary J. Crain
Bruce M. Engler
Marie Feely
David F. Fisher
Leanne Fuith
Daniel S. Kleinberger
Brandon C. Mason

Emily Peckskamp
James M. Pfau
Amy C. Seidel
Benjamin J. Skoglund
Bryn R. Vaaler
Lori L. Wiese-Parks

FACULTY & PLANNERS

SCHEDULE | DAY 1 – MAY 2, 2016

8:15 – 8:50 a.m.

CHECK-IN & CONTINENTAL BREAKFAST

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RECORDS | RESEARCH | HISTORY | STATISTICS

8:50 – 9:00 a.m.

Welcome & Introduction

- James M. Pfau, Vice-Chair
MSBA Business Law Section

PLENARY SESSIONS

9:00 – 9:40 a.m.

Minnesota Secretary of State: A Bird's-Eye View, One Year In

Secretary of State Steve Simon provides a high-level overview of the State of his Office, including the robust pace of company formation, experience so far with the new LLC Act, updates on the initial year of public benefit corporations in Minnesota, as well as an update on the efforts in Congress through ITLEAA to make company formation agents (including attorneys) the agents of the federal government in identifying the beneficial owners of all entities.

- Steve Simon

9:40 – 10:00 a.m.

Minnesota Update

A look at recent legislative, regulatory and case law developments affecting Minnesota business law practice.

- J. Patrick Plunkett

10:00 – 10:30 a.m.

The 2016 Delaware Update

The most important legislative, regulatory and case law developments affecting businesses formed under the Delaware statutes.

- Michael D. Allen

10:30 – 10:45 a.m.

BREAK

10:45 – 11:45 A.M.

SMALL GROUP SESSION A

CYBER SECURITY

101

Managing and Allocating Privacy/Security Risk in Vendor and Supply Chain Contracts

- Steven E. Helland
Tiffanea Trice Mulder

CONTRACTS &
DOCUMENTS

102

You're Hired! Anatomy of an Employment Agreement

- V. John Ella
Craig W. Trepanier

MERGERS &
ACQUISITIONS

103

2016 M&A Update: New Issues, Evolving Trends & Ongoing Debates

- Keith P. Radtke
Kate Sherburne

BUSINESS
MATTERS

104

Own Your Role as a Project Manager

- Tara Falsani
Katie Crosby Lehmann

FINANCE &
SECURITIES

105

Shareholder and Member Financing Options

- J. Patrick Plunkett

12:00 – 12:45 p.m.

LUNCHEON KEYNOTE –

Lawyers at the Gate: Balancing Business Advice and Legal Compliance

- Michael D. Allen

WORKING LUNCH (boxed lunches provided by Minnesota CLE)

11:45 A.M. – 1:00 P.M.

View complete faculty
information and session
descriptions online at
www.minncle.org.



1:00 – 2:00 P.M. SMALL GROUP SESSION B	2:15 – 3:15 P.M. SMALL GROUP SESSION C	3:30 – 4:30 P.M. SMALL GROUP SESSION D
201 Advising the Board of Directors on Privacy and Data Security – Melissa Krasnow	301 Important Privacy & Security Issues to Address in M&A Transactions – K. Jon Breyer Benjamin J. Skoglund	401 Navigating Thunderheads: Negotiating and Drafting Cloud Services Agreements that Protect the Enterprise – Seth A. Northrop Christopher A. Seidl
202 Confidentiality and Non-Disclosure Agreements – Brandon C. Mason Lee (Pulju) Neumann	302 Drafting the Purchase Agreement – Key Provisions and Practical Drafting Tips – Jennie A. Clarke	402 Drafting the LLC Operating Agreement – Wade R. Wacholz  LLCs Deskbook Session
203 FCC Liability Lurks for the Unwary in Mergers & Acquisitions – Shannon M. Heim Erik B. Levy	[See Session #301] Important Privacy & Security Issues to Address in M&A Transactions – K. Jon Breyer Benjamin J. Skoglund	
204 The Top 7 Things Business Lawyers Must Know About HR and Management Decisions – Jacqueline Chase	303 The Business Attorney's Role in Business and Strategic Planning – Aaron D. Hall Brad Lehrman	403 Ethical and Legal Concerns in the Global Supply Chain: Human Trafficking, Child Labor and Conflict Minerals <i>(1.0 ethics credits applied for)</i> – Rand Park
205 The [R]Evolution of Crowdfunding and General Solicitation: 7 Practical Takeaways – Zachary J. Crain Jason Dailey	304 Learn to Listen Like an Accountant – Chris Head	
		4:30 P.M. Institute Reception Gather with friends, colleagues and new acquaintances for delicious drinks and appetizers!

MORE BENEFITS! Attend the Institute and Save \$60 on the New *Business Disputes: Claims and Remedies, 2nd edition*.



Purchase the *Business Disputes: Claims and Remedies Deskbook* at the Business Law Institute for only \$125! A savings of \$60!
SPECIAL BONUS: You'll also receive, for free, the *LinkedLaw* edition with links to primary statutes and cases (a \$125 value!)

The recent second edition of the newly renamed *Business Disputes: Claims and Remedies Deskbook* (formerly the *Business Torts Deskbook*), is an essential resource for both business attorneys and business litigators. The *Deskbook* covers nearly every dispute issue a business law practitioner may encounter, including fraud and negligent misrepresentation, conversion, trade secrets, noncompetes, unfair trade practices, false statements in a business context, tortious interference, fiduciary duty, RICO, franchise law, credit and collection, privacy law, insurance coverage, class actions, damages, and much more! Now with 20 chapters, and edited by the Honorable Ned Wahl to provide an accurate and balanced approach, this *Deskbook* provides business law practitioners with an in-depth look at a comprehensive range of business law issues, as well as the orientation, the analysis and the authorities you need to cite.

SCHEDULE | DAY 2 – MAY 3, 2016

8:15 – 8:40 a.m.
CONTINENTAL BREAKFAST

8:40 – 8:45 a.m.

Welcome & Introduction

PLENARY SESSIONS

8:45 – 9:30 a.m.

State of Minnesota Business Climate

The condition of business and real estate asset values.

– *Robert J. Strachota*

9:30 – 10:30 a.m.

Making the Case for Plain Language: How Clear Legal Communication Will Help Your Practice

You likely look at business documents every day, but if you step back and look objectively, what are you likely to find? You are likely to find an uninviting document that most people cannot understand. The problem is, of course, that we lawyers play a vital role in creating these documents. Think of all the documents that business lawyers draft: SEC disclosures, informed-consent forms, waivers, real estate documents, contracts of all sorts, and more. Each of these documents is extremely important to functioning businesses, and also notoriously hard to read. We can do better, and it will benefit our clients if we do. In this session, Professor Chris Trudeau will explain why every business lawyer should actively use plain language when drafting legal documents and communicating with clients. Specifically, he'll provide novel empirical data addressing how much clients prefer to receive clear, understandable legal documents, letters, and emails, and he'll dispel the myths about plain language and traditional legal language. In the end, this session will help you see legal communication through a different lens – and give you practical approaches to take into practice.

– *Prof. Christopher R. Trudeau*

10:30 – 10:45 a.m.

BREAK & ANNUAL BUSINESS MEETING OF THE
MSBA BUSINESS LAW SECTION

10:45 – 11:45 A.M.

SMALL GROUP SESSION E

CURRENT
DEVELOPMENTS

501 [Repeated at #801]

Flex Your Fiduciary Duties: Options, Opportunities and Decision Points under the New LLC Act

– *Janel M. Dressen*
Wallace G. Hilke
Vincent D. Louwagie



CONTRACTS &
DOCUMENTS

502

The Clear Drafter's Toolbox: 10 Tools for Creating Plain-Language Legal Documents

– *Prof. Christopher R. Trudeau*

MERGERS &
ACQUISITIONS

503

Financial Metrics That Drive M&A

– *Amir Berenjian*
Philip Hueber
Jonathan L.H. Nygren

BUSINESS
MATTERS

504

Important Things to Know About Doing Business in Canada


– *John Marsalek*

LUNCH (on your own)

11:45 A.M. – 1:00 P.M.

View complete faculty
information and session
descriptions online at
www.minncle.org.



1:00 – 2:00 P.M. SMALL GROUP SESSION F	2:15 – 3:15 P.M. SMALL GROUP SESSION G	3:30 – 4:30 P.M. SMALL GROUP SESSION H
<p>601 Domestications and Conversions: Not Just A Shiny New Toy</p> <p>– Bert Black Barry F. Clegg</p>	<p>701 There's an Election Coming! What Business Counsel Need to Know About Political Law</p> <p>– Tammera R. Diehm John A. Knapp</p>	<p>801 [Repeat of #501] Flex Your Fiduciary Duties: Options, Opportunities and Decision Points under the New LLC Act</p> <p>– Janel M. Dressen Wallace G. Hilke Vincent D. Louwagie</p>  <p>LLCs Deskbook Session</p>
<p>602 Buy-Sell Agreements: The Good, the Bad and the Ugly</p> <p>– Richard C. Berning John H. Heidebrecht</p>	<p>702 Making Arbitration and Mediation Work – Practical Drafting and Strategy Tips</p> <p>– Kathy S. Kimmel</p>	
<p>603 What Every Deal Lawyer Should Know About Representation and Warranty Insurance (RWI) in M&A</p> <p>– Joshua Halpern Jonathan A. Van Horn</p>	<p>703 Where S Corps are the Target, Avoid Problems in the Market</p> <p>– Terri Krivosha & Susan Markey</p>	<p>802 Employee Benefits Issues in M&A, Including the Affordable Care Act</p> <p>– Thomas B. Henke</p>
<p>604 Issues Affecting Public Companies</p> <p>– Amy C. Seidel</p>	<p>704 Diversity Matters: Lessons Learned from Corporate Initiatives to Promote Diversity and Inclusion</p> <p><i>(2.0 hours of elimination of bias credit applied for)</i></p> <p>– Ann M. Anaya John Crimmins Jihan Jenkins Apur R. Patel Kathleen A. Marron, Moderator</p>	

FREE POST-INSTITUTE ETHICS WEBCAST!

As an additional bonus, Business Law Institute attendees may view the following webcast for FREE!

Monday, May 31, 2016 | 2:00 – 3:00 p.m.

Responding to Ethics Complaints: 5 Must Dos + 5 Must Knows

(1.0 ethics credit applied for)

When the Office of Lawyers Professional Responsibility (OLPR) chooses to investigate an ethics complaint against a lawyer, there must be “a reasonable belief that professional misconduct may have occurred.” A Notice of Investigation (NOI) is issued to the lawyer, who then has an opportunity to respond. In this presentation, immigration & legal ethics attorney Dyan Williams will discuss 5 things lawyers must do and 5 things they must know when responding to an NOI. Discussion will include tips on how to present your best case or strongest defense at the outset, before the OLPR decides whether to file a petition for disciplinary action with the Minnesota Supreme Court.

– Dyan Williams



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COURSE INFORMATION

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LIVE PRESENTATION

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Minnesota CLE will apply to the State Board of Continuing Legal
Education for **11.25 CLE credits**, including **1.0 ethics credit for
session #403** and **2.0 elimination of bias credits for session
#704**. The maximum number of credits attendees may claim
is **11.25**. Minnesota CLE will also apply for 1.0 additional ethics
credit for the post-Institute webcast on May 31, 2016.

NEW LAWYER SCHOLARSHIP PROGRAM

In recognition of the challenges facing lawyers entering
the profession, Minnesota Continuing Legal Education has
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