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# How to Form and Advise Small Businesses in Minnesota

MONDAY, MARCH 28, 2022  
LIVE ONLINE ONLY – NO IN-PERSON ATTENDANCE

## ONLINE PROGRAM: MONDAY, MARCH 28, 2022

Registration must be made online at [www.minncle.org](http://www.minncle.org)

## TUITION:

\$245 MSBA member  
\$245 paralegal  
\$295 standard rate

## In-Person Passholders –

You also may use your Pass to register for this online program at no charge.

## NEW LAWYER DISCOUNT!

New lawyers who have been admitted to the bar fewer than 3 years receive a 50% discount.

## SCHOLARSHIPS AVAILABLE

Minnesota CLE maintains a scholarship program for those individuals with a financial need. To obtain a scholarship application, contact Grant at [gdavies@minncle.org](mailto:gdavies@minncle.org).

## JOIN THE MSBA AND PAY LESS FOR MINNESOTA CLE SEMINARS!

To join, go to [www.mnbar.org](http://www.mnbar.org)  
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## CAN'T ATTEND? GET THE COURSE MATERIALS!

You can purchase the materials for \$75 (plus tax and handling) by calling Minnesota CLE at 800-759-8840 or 651-227-8266. Available in hardcopy. Orders will be filled after the seminar.

## COURSE INFORMATION

### ONLINE PROGRAM

**Monday, March 28, 2022**  
**View online at [www.minncle.org](http://www.minncle.org)**  
Registration for live webcast must be made online at [www.minncle.org](http://www.minncle.org)

### IN-PERSON PASSHOLDERS

You may use your Pass to register for the online program at no charge.

### COURSE MATERIALS

All course materials will be provided electronically.

### CREDITS

Minnesota CLE is applying to the Minnesota State Board of CLE for **6.0 CLE credits, including 0.5 ethics credit**. The maximum number of total credits attendees may claim for this program is 6.0 credits.

### SCHOLARSHIPS AVAILABLE

Minnesota CLE maintains a scholarship program for those individuals with a financial need. For more information or to obtain a scholarship application, contact Grant at [gdavies@minncle.org](mailto:gdavies@minncle.org).

### CANCELLATION POLICY / NO-SHOW POLICY

Paid registrants who cancel before the program will receive a full credit on their account, or refund upon request. Paid registrants who do not cancel and are unable to attend will retain access to the seminar materials through their website account. Passholders may purchase the materials at 50% of the full retail price.

### ACCOMMODATION

If you have a disability and need an accommodation in order to attend, please contact us as soon as possible at Minnesota CLE, 2550 University Avenue West, Suite 160-S, Saint Paul, MN 55114 or call 651-227-8266 or 800-759-8840.

### QUESTIONS?

**[customerservice@minncle.org](mailto:customerservice@minncle.org)**  
**[www.minncle.org](http://www.minncle.org)**  
**800-759-8840**



Minnesota Continuing  
Legal Education  
*Your Success Is Our Goal*

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# How to Form and Advise Small Businesses in Minnesota –

## While Helping Your Clients Avoid Major Pitfalls and Common Mistakes

## FAST-PACED AND COMPREHENSIVE!

This all-new seminar will help you navigate the small business client relationship and effectively address the issues that arise along the way.

### Learn the 2 most important issues when it comes to:

- Forming a Small Business
- Pitfalls with Formation
- Resolving Disputes with ADR
- Attorney-Client Privilege

### And how to advise and help your client with issues pertaining to:

- Contracts
- Commercial Real Estate
- Employment
- Intellectual Property
- Professional Service Businesses

# SCHEDULE

# FACULTY

8:25 – 8:55 a.m. JOIN ONLINE

8:55 – 9:00 a.m.  
WELCOME AND INTRODUCTION

## Your Role as a Lawyer for a Small Business

9:00 – 9:20 a.m.

### Your Role as a Lawyer for a Small Business – How to Successfully Serve Your Client and Navigate the Relationship

As an attorney for a small business, you may have to put on many different hats and help address issues beyond the legalize. Additionally, small business clients may be specialized, or their business and legal needs may expand as time progresses. This session will provide an overview of what its like to work with a small business, how best to address a client's various legal and non-legal requests, how to serve as a general counselor for your client, how to resolve challenges and avoid pitfalls as the client's business and relationship grows over the years.

– Jennie A. Clarke

9:20 – 10:00 a.m.

### Your Role as a Lawyer for a Small Business – Practicum Panel Discussing Real World Examples

Join an experienced panel of attorneys who work with small businesses discuss how they have navigated their small business client relationship. Hear tips and strategies on what has worked and the challenges they have faced along the way.

– Abby Pettit, Wynne Reece & Betsy Lund Ross  
– Jennie A. Clarke (moderator)

## The Morning of Important 2s

10:00 – 10:30 a.m.

### 2 Popular Entity Formations for a Small Business – LLCs & Partnerships

This session will discuss the 2 most popular entity formations for a small business with LLCs and Partnerships. Learn the pros and cons of these entities and why they are popular.

– Kimberly M. Hanlon

10:30 – 10:45 a.m. BREAK

10:45 – 11:15 a.m.

### 2 Common Pitfalls with Entity Formation for a Small Business – Non-Profit & Converting or Merging an Entity

The two major issues that arise after formation are when (1) a small business should really have been a non-profit, and (2) problems a small business runs into with improperly converting to or merging with a different entity. Learn how to properly address both issues and help your client avoid costly mistakes.

– Jeffrey C. O'Brien

11:15 – 11:45 a.m.

### 2 Ways a Small Business Owner Can Use ADR to Avoid and Manage Internal Disputes – Grounded Beginnings & Dodged Battles

Going into business with someone is great. Except when it isn't. Proposing new ways to think about ADR, this presentation will explore ways business partners can use mediation to craft the rules they'll follow (that is, draft their operating agreement) and how turning to ADR when they first see signs of disagreement can keep a minor dispute from turning into an entrenched battle – and might even save the business.

– Chad A. Snyder

11:45 a.m. – 12:15 p.m.

### 2 Attorney-Client Privilege Issues to be Aware of When Working with a Small Business – Conflict & Privilege

0.5 ethics credit applied for Attorneys representing small businesses have to keep in mind who their client is and make sure they respect that client's confidentiality and privilege. This session examines the ethical issues surrounding privilege and potential conflicts of interest that are wrapped up in representation of small businesses or their owners.

– Chad A. Snyder

12:15 – 1:00 p.m. LUNCH BREAK

## The Afternoon of Practical How Tos

1:00 – 1:35 p.m.

### How to Advise a Small Business with Contractual Issues – Dealing with Different Types of Contracts

During the life cycle of a small business your client may need help with many different types of contracts. This session will provide an overview on the various types of contracts for services such as NDAs, SaaS, EULAs and others. Additionally, learn about UCC considerations if your client buys or sells goods. Understand the general terms and conditions, hear about certain industry specific contractual issues, and learn best practices when it comes to contract drafting.

– Heather L. Marx & Kristi Adair Zentner

1:35 – 2:15 p.m.

### How to Advise a Small Business with Commercial Real Estate Lease Issues & Landlord Disputes

If your small business client has a physical location, then you will likely have to address their commercial real estate lease. Learn about the basics of a commercial real estate lease, the main terms and concepts, and how to properly conduct a lease review. Additionally, understand how to avoid and resolve the common lease disputes that arise in the commercial context.

– Shannon D. Hoagland

2:15 – 2:50 p.m.

### How to Advise a Small Business with its Employment Issues – Understanding the Complexity of Employment Law

As a small business owner, your client will have questions pertaining to hiring, retaining, and resolving issues with employees. This session will provide a brief overview of key employment issues such as employment classifications, the hiring process, employment agreements, and handbooks, benefits, and restrictive covenants to ensure you have a starting point to address your client's standard employment needs.

– Patrick M. Spott

2:50 – 3:05 p.m. BREAK

3:05 – 3:40 p.m.

### How to Advise a Small Business with Its Intellectual Property Issues – Protecting Copyright, Trademark, Trade Secret and Patents

Small businesses may ask your help with their IP even if you are not an IP expert. This session will discuss what you should do when your client asks for IP help. Learn (1) what each type of IP is, (2) what kinds of issues can arise, and (3) how much a small business attorney can reasonably do before referring the issue out to an IP expert.

– Kelcey L. Patrick-Ferree

3:40 – 4:15 p.m.

### How to Advise Professionals Who Start a Small Business – Working with Accountants, Lawyers, Medical Professionals and Others Under the Minnesota Professional Firms Act

Professionals in various disciplines start up their own small businesses. Whether you are working with an architect, lawyer, medical professional, or another type of professional there are some common issues that can come up with formation, ownership, licensure renewals, complaints and disciplinary actions, and others.

– Paul M. Floyd

## SPECIAL BONUS MATERIALS

Each attendee will receive **FREE** electronic versions of the **Summary Guide™ Comparing Minnesota Business Entities** and the **Small Business Administration Loans Legal Quick Sheet™**.



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