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Attend In Person

Minnesota CLE Conference Center
600 Nicollet Mall, Suite 370, Minneapolis

Monday, December 5, 2022

Antitrust Hot Spots for Business Lawyers and In-House Counsel
Key Lessons for Complex Business Transactions

[4301-23]
[4302-23]

Wednesday, December 7, 2022

Securities Law 2023 – Practical Guidance for Business Lawyers and In-House Counsel
ESG Across Industries & Entities

[4303-23]
[4304-23]

Can't attend the live seminars?

View the online replays Monday & Wednesday, January 9 & 11, 2023

www.minnCLE.org

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TUITION PER COURSE:

\$155 MSBA member

\$155 paralegal

\$175 standard rate

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- **Super Passholders** may attend the in-person seminar or the online replay at no charge.
- **In-Person Passholders** may attend the in-person seminar at no charge or the online replay for 50% off.
- **Online Passholders** may attend the in-person seminar for 50% off or the online replay 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.

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ADVANCED BUSINESS LAW SERIES

Important Topics for Business
Lawyers and In-House Counsel

4 Valuable Half-Day Courses –
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December 5 & 7, 2022

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ADVANCED BUSINESS LAW SERIES

Important Topics for Business Lawyers
and In-House Counsel

4 Valuable Half-Day Courses –
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MONDAY, DECEMBER 5, 2022

1 Antitrust Hot Spots for Business Lawyers and In-House Counsel

How to Help Your Clients Stay In-Bounds

2 Key Lessons for Complex Business Transactions

For Business Lawyers, Business Litigators, and
In-House Counsel

WEDNESDAY, DECEMBER 7, 2022

3 Securities Law 2023 – Practical Guidance for Business Lawyers and In-House Counsel

What Business Lawyers and In-House Counsel
Need to Know

4 ESG Across Industries & Entities

What Business Lawyers and In-House Counsel
Need to Know

Attend in-person at
Minnesota CLE Conference Center, Minneapolis
Online replays also available.

4 On-Point Half-Day Seminars | SAVE 20% If You Register for All 4!

COURSE INFORMATION

1 Antitrust Hot Spots for Business Lawyers and In-House Counsel

How to Help Your Clients Stay In-Bounds

LIVE IN PERSON: **Monday, December 5, 2022** (morning)

ONLINE REPLAY: **Monday, January 9, 2023** (morning)

8:30–9:00 a.m. CHECK-IN & CONTINENTAL BREAKFAST

9:00–9:05 a.m. WELCOME & INTRODUCTION

9:05–9:35 a.m.

2022-23 Antitrust Lightning Round – The 10 Biggest Antitrust Developments in 30 Minutes

Before we take a deep dive into several antitrust hot spots, we'll do a high-level overview identifying the top 10 new antitrust developments and trends that every business attorney and in-house counsel needs to know. You'll get a "bottom line" takeaway for each.

- Eric Barstad; Robins Kaplan LLP; Minneapolis
- Ryan W. Marth; Robins Kaplan LLP; Minneapolis

9:35–10:20 a.m.

Stepped-Up Antitrust Enforcement in the Labor Market – Compliance & Risk Mitigation

Antitrust enforcers continue to target alleged restraints of trade in labor markets. The U.S. Justice Department is now pursuing these cases through criminal prosecution, and private plaintiffs are seeking redress through class actions. This session identifies and applies to real-world scenarios the "lessons to be learned" from recent cases and other antitrust developments regarding wage-fixing, no-poach, and non-solicit agreements.

- Michael A. Lindsay; Dorsey & Whitney LLP; Minneapolis
- Alyssa Schaefer; Dorsey & Whitney LLP; Minneapolis

10:20–10:35 a.m. BREAK

10:35–11:35 a.m.

How to Interact with Antitrust Regulators in the Context of Today's M&A Deals

This session will address how and when to engage with antitrust regulators in today's M&A environment – using contextual case studies to draw out lessons in reactive vs. proactive interactions; how to navigate when multiple regulators (e.g. state and federal) may be involved in a review; the types of questions regulators may ask; what they are looking to evaluate in responses; and overall best practices for achieving your clients' desired outcomes.

- Richard A. Duncan; Faegre Drinker Biddle & Reath LLP; Minneapolis
- Anna E. Sallstrom; Faegre Drinker Biddle & Reath LLP; Minneapolis

11:35 a.m.–12:20 p.m.

Practical Guidance at the Intersection of Data Protection & Antitrust

As antitrust regulators increasingly question and investigate technology companies, and as the information that businesses and consumer-facing entities collect and keep increasingly contains personally identifiable information or protected health information, the intersection of data protection and antitrust enforcement has never been more important. This session will discuss recent changes in priorities to foster alignment between antitrust and data protection regulators, the increasing role that privacy and data security play in antitrust enforcement, trends to watch out for, and practical guidance for companies that want to find ways to compete and innovate while navigating antitrust and privacy issues.

- Kate M. Baxter-Kauf; Lockridge Grindal Nauen P.L.L.P.; Minneapolis

2 Key Lessons for Complex Business Transactions

For Business Lawyers, Business Litigators, and In-House Counsel

LIVE IN PERSON: **Monday, December 5, 2022** (afternoon)

ONLINE REPLAY: **Monday, January 9, 2023** (afternoon)

12:30–1:00 p.m. CHECK-IN

1:00–1:05 p.m. WELCOME & INTRODUCTION

1:05–2:05 p.m.

Complex Commercial Transactions – Strategic Risk Assessment and Mitigation

Enjoy an insight-filled session that addresses the question, "how do you help set your client up for short-term and long-term success in a complex commercial transaction – or resulting dispute. You'll get practical guidance on proactive risk assessment, avoidance, and mitigation strategies.

- Paul Chestovich; Hemisphere Companies; Minneapolis
- Susan Markey; Maslon LLP; Minneapolis
- Bradley A. Pederson; Maslon LLP; Minneapolis

2:05–2:15 p.m. BREAK

2:15–3:15 p.m.

Shareholder Litigation – Lessons Learned from the Lunds and Koch Cases

This session will provide "from the trenches" learnings surrounding two high-profile shareholder cases. The histories leading to the lawsuits, the litigations themselves, and the courts' decisions in the cases offer many important lessons for all private company business owners, business lawyers, and business litigators.

- Janel M. Dressen; Anthony Ostlund Louwagie Dressen & Boylan P.A.; Minneapolis
- Randy G. Gullickson; Anthony Ostlund Louwagie Dressen & Boylan P.A.; Minneapolis
- Richard T. Ostlund; Anthony Ostlund Louwagie Dressen & Boylan P.A.; Minneapolis

3:15–3:25 p.m. BREAK

3:25–4:25 p.m.

Agreements to Share Data & Associated Disputes – Takeaways from 10 Recent Cases

From non-disclosure agreements to licenses involving customer lists, to vendor contracts that give access to the vendor's data, and so many more... data-sharing agreements (formal and informal) are everywhere! This session will clarify the distinction between a data-sharing agreement and a data-use agreement, as well as identify recent cases from the past year that stem from such data agreements and discuss their implications for advising clients and litigating cases on those arrangements.

- Katheryn A. Andresen; Nilan Johnson Lewis PA; Minneapolis

3 Securities Law 2023: Practical Guidance for Business Lawyers and In-House Counsel

LIVE IN PERSON: **Wednesday, December 7, 2022** (morning)

ONLINE REPLAY: **Wednesday, January 11, 2023** (morning)

8:30–9:00 a.m. CHECK-IN & CONTINENTAL BREAKFAST

9:00–9:05 a.m. WELCOME & INTRODUCTION

9:05–9:50 a.m.

New Developments in Securities Law That Impact the Work of Business Attorneys and In-House Counsel

Your one-stop overview identifying critical new securities developments and trends. You'll get a "bottom line" takeaway for business lawyers and in-house counsel for each development... from what's on the current SEC chairman's agenda to the new amendments to the SEC whistleblower rules, and more!

- Amy C. Seidel; Faegre Drinker Biddle & Reath LLP; Minneapolis

9:50–10:30 a.m.

New Pay vs. Performance Disclosures: Practical Implications

Learn what's changed, what hasn't, and the practical implications of the SEC's significant new pay vs. performance disclosure rules.

- Liz Dunshee; TheCorporateCounsel.net; Minneapolis

10:30–10:45 a.m. BREAK

10:45–11:30 a.m.

Game-Changing Decisions When Conducting Internal Investigations of Alleged Securities Violations

Decisions as to process, strategy, and tone can make or break the integrity of an internal investigation. Using case studies in the context of alleged securities violations, learn more about the consequences of these game-changing decisions, as well as best practices and mistakes to avoid. You'll get the insights of two highly regarded trial attorneys each with more than 100 trials in federal and state courts across the country, one of whom is a former federal prosecutor.

- Mark J. Briol; Briol & Benson, PLLC; Minneapolis
- William Michael, Jr.; Greenberg Traurig, LLP; Minneapolis

11:30 a.m.–12:20 p.m.

Liability Under Federal and State Securities Laws – For the Company and for You, the Attorney

What kinds of liability exist for violations of federal and state securities laws? Learn about the exposure of the company and its officers to substantial civil and criminal penalties, disgorgement, and other monetary and criminal sanctions, including imprisonment. Learn about the powers that federal and state regulators have over issuers, their officers and directors, and their lawyers for violations of the Securities Act, the Exchange Act, Sarbanes Oxley and various state laws. What are the lawyer's responsibilities and potential liabilities in this highly regulated area?

- Joseph W. Anthony; Anthony Ostlund Louwagie Dressen & Boylan P.A.; Minneapolis
- Vincent D. Louwagie; Anthony Ostlund Louwagie Dressen & Boylan P.A.; Minneapolis

4 ESG Across Industries & Entities

What Business Lawyers & In-House Counsel Need to Know

LIVE IN PERSON: **Wednesday, December 7, 2022** (afternoon)

ONLINE REPLAY: **Wednesday, January 11, 2023** (afternoon)

12:30–1:00 p.m. CHECK-IN

1:00–1:05 p.m. WELCOME & INTRODUCTION

1:05–1:30 p.m.

The Intersection of ESG and Business Law

We kick off our program on Environmental, Social, and Governance (ESG) matters with practical insights on emerging and ongoing ESG trends; how the work of business lawyers and in-house counsel integrates with clients' ESG strategies; issue-spotting litigation risks; and more.

- Jill R. Radloff; Stinson LLP; Minneapolis

1:30–1:50 p.m.

ESG: Navigating the Emerging Global Regulations

Your 20-minute crash course on framing and reporting ESG policies and processes applicable to your industry & organization in the absence of global uniform standards.

- Libretta Stennes; Greenberg Traurig, LLP; Minneapolis

1:50–2:00 p.m. BREAK

2:00–2:45 p.m.

Advising Business Clients on ESG and Sustainability Factoring in the Current Decline in the Rule of Law

- John H. Stout; Fredrikson & Byron, P.A.; Minneapolis

2:45–2:55 p.m. BREAK

2:55–3:40 p.m.

Aligning Human Capital Management with ESG Strategies

Practical insights into the work of ESG as it meets human capital management, for example:

- Workforce diversity, equity, and inclusion as a component of ESG;
- Evaluating when and how to tie ESG performance of all types (DEI, environmental, cybersecurity, anti-bribery, etc.) with executives' and other employees' compensation;
- Communicating with employees, employee resource groups and others about ESG work and results;
- And more.

- Christine G. Long; Faegre Drinker Biddle & Reath LLP; Indianapolis
- Kristin Jones Pierre; Faegre Drinker Biddle & Reath LLP; Minneapolis

3:40–4:25 p.m.

Tips for Effective ESG Compliance in Your Clients' Contracts

An experienced in-house counsel shares important tips on how to help your clients identify and implement effective processes and practices in reviewing, negotiating, and implementing ESG-related provisions in contracts with third parties.

- Gregory C. Brown; Office of the General Counsel; University of Minnesota; Minneapolis

SEMINAR LOCATIONS

- **Live In Person**
Minnesota CLE Conference Center
600 Nicollet Mall, Suite 370
Third Floor City Center, Minneapolis

- **Online Replays**
View online at www.minnCLE.org.
A moderator will be available to answer questions by email.

HOW TO REGISTER

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COURSE MATERIALS

■ In-Person Attendees

Course materials will be provided to in-person attendees in hard copy. All in-person attendees also will have electronic access to the course materials via their Minnesota CLE website accounts.

■ Online Replay Attendees

Online replay attendees will have electronic access to the course materials via their Minnesota CLE website accounts.

CREDITS

Minnesota CLE has applied to the Minnesota State Board of CLE for **3.0 standard CLE credits for each course**.

SCHOLARSHIPS AVAILABLE

Minnesota CLE maintains a scholarship program for individuals with a financial need. Most scholarships awarded are 50% off the seminar price. To obtain an application, contact Grant at gdavies@minnCLE.org or **651-254-2111**.

ACCOMMODATION

If you have a disability and need an accommodation in order to attend this seminar, contact Minnesota CLE as soon as possible at **800-759-8840** or customerservice@minnCLE.org.

CANCELLATION / NO-SHOW POLICY

Paid registrants who cancel before the seminar will receive a refund upon request. Paid registrants who do not cancel and are unable to attend will retain access to the seminar materials through their Minnesota CLE website account.

QUESTIONS?

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