



OREGON LAW INSTITUTE OF LEWIS & CLARK LAW SCHOOL

# Business Law Essentials: Hot Topics

Join us as we bring you the latest developments in the key areas that Oregon business lawyers need to know. Our expert faculty of Oregon attorneys will:

- Walk you through an annotated LLC Operating Agreement
- Explore how to raise money for small businesses in compliance with security laws and using Regulation A+
- Show what entity your client should choose for their new company, and where
- Deconstruct the venture capital term sheet
- Take a deep “how to” dive into M&A representations and warranties
- Help your clients avoid employment law claims
- And much more!

**LIVE PRESENTATION**  
**May 20, 2016**

Ambridge Event Center  
1333 NE MLK Jr. Blvd.  
Portland, OR 97232

5.25 General MCLE credits  
will be requested for  
this program.

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# Program Schedule

- 8:00 a.m. CHECK-IN AND CONTINENTAL BREAKFAST
- 8:30–9:15 **Small Business Finance: How To Raise Money, with an Emphasis on Regulation A+**
- Overview of how to raise money in compliance with securities laws
  - Regulation A+: how to use it (and should you use it)
- James M. Kearney  
– Mary Hull
- 9:15–10:00 **The Annotated Model Real Estate Development LLC Operating Agreement: Oregon**
- Good (minimum provisions to exist and operate)
  - Better (provisions that give owners additional benefits and protections)
  - Best (provisions that anticipate and solve problems down the road)
- James Oberholtzer
- 10:00–10:15 NETWORKING BREAK
- 10:15–11:00 **Employment Law for Business Lawyers: What Will Get Your Client Sued?**
- Preventing discrimination and workplace harassment
  - Wage and hour and employee classification traps
  - Leave laws, including sick leave
  - Effective employee handbooks
  - Accommodations and the interactive process
  - Documenting discipline and other personnel records issues
- Tyler J. Volm
- 11:00–11:45 **M&A Agreements: Preparing Effective Representations and Warranties**
- Knowledge and materiality qualifiers

- The “bring-down” and “material adverse effect” closing conditions
  - Relationship to the termination, remedy, and indemnification provisions
  - Using the representations and warranties to allocate and price the risks
  - Intersection with statutory and other legal rules
  - Representation and warranty insurance?
- Michael Litvin
- 11:45–1:00 LUNCH (ON YOUR OWN)
- 1:00–2:15 **Start Up Companies: Deconstructing the Venture Capital Term Sheet**
- Learn what to expect when your startup company client seeks venture capital investment, including the various possible forms of investment instrument
  - Review the key provisions of a typical term sheet for a preferred stock venture capital financing
  - Discuss current trends in venture investment terms
- Ann McQuesten
- 2:15–2:30 NETWORKING BREAK
- 2:30–3:15 **Your New Company: Entity Choice and Deciding Where to Organize**
- Do you need to form an entity to conduct your intended business?
  - Which entity form will best meet your business and personal financial goals?
  - Where should you organize your entity?
- Mary Jo N. Miller
- 3:15 p.m. ADJOURN

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## Questions?

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**TUITION:** Registration includes electronic course materials. Printed materials are available for an additional \$15. *(A link to a PDF of the materials will be emailed prior to the seminar date.)*

### EARLY REGISTRATION *(received by May 16, 2016):*

- ☐ **\$189** Early registration
- ☐ **\$139** New attorneys (admitted 2014-2016) and legal staff
- ☐ **\$95** Legal aid attorneys
- ☐ **\$15** OLI Passholder (OLI Pass No. \_\_\_\_\_), law students, and Oregon judges and their lawyer staff
- ☐ **\$15** Attorneys attending with their Mentor from an approved Bar Mentor Program (call OLI or go to <http://go.lclark.edu/oli> for details). Mentor's name: \_\_\_\_\_
- ☐ **\$15** Print course book
- ☐ **\$20** Add to above tuition if registration received after May 16, 2016

**LIVE WEBCAST REGISTRATION:** Can't attend in person? OLI offers a simultaneous live webcast allowing you to "attend" the program from the convenience of your office. The webcast will include video and audio of the speakers and seminar handout materials. To register for the live webcast, please visit our website at <http://go.lclark.edu/oli>.

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### CONFIRMATION:

Confirmation will be sent via email.

### CANCELLATION POLICY:

Tuition minus a \$20 handling charge will be refunded if the cancellation request is *written and received* by Monday, May 16, 2016.

### NEED ASSISTANCE:

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## Questions?

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