

# 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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**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
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5.25 MCLE Credits will be requested for this program.

**May 20, 2016**  
**8:30 a.m. – 3:15 p.m.**

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Portland, Oregon 97232

### CONFIRMATION:

Confirmation will be sent via email.

### CANCELLATION POLICY:

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### NEED ASSISTANCE:

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## Questions?

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