

NORTH CAROLINA BAR ASSOCIATION

seeking liberty + justice

2019 Business Law Institute and 2019 Business Law and International Law & Practice Sections Annual Meetings



LIVE: 2019 Business Law Institute

Thursday, February 14, 2019
Pinehurst Resort
80 Carolina Vista Drive, Pinehurst

LIVE: 2019 Business Law and International Law & Practice Sections Annual Meetings

Friday, February 15, 2019
Pinehurst Resort
80 Carolina Vista Drive, Pinehurst

4.25
HOURS
TOTAL CLE CREDIT

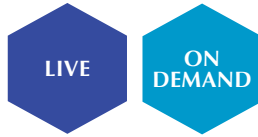
7.25
HOURS
TOTAL CLE CREDIT

1.0
HOUR
Ethics/Professional
Responsibility

1.0
HOUR
Substance Abuse/
Mental Health

REGISTER TODAY! Save 10% if registration is received by January 24, 2019.
www.tinyurl.com/CLE840841

AVAILABLE FORMATS



PROGRAM SUMMARY

The Business Law and International Law & Practice Sections invite you to attend their annual February CLEs in Pinehurst. These programs cover a variety of topics that help every attorney —new or seasoned — gain skills and knowledge to immediately improve their practice and the service they provide to their clients.

On day one, the 2019 Business Law Institute discusses topics surrounding new business technologies such as blockchain and cryptocurrencies, as well as issues pertaining to insurance provisions and considerations. Attendees also learn about ESOPs and how to avoid indemnification and advancement issues.

Stay for day two as the follow-up program covers topics ranging from dispute resolution across international borders to the ways GDPR affects businesses. Learn about the impact of the Tax Cuts and Jobs Act on business structure and entity choice decisions. Receive tips for creating a successful partnership between inside and outside counsel, as well as an annual business law update and an overview of the recent changes to the North Carolina Business Corporations Act. This program includes an hour of both ethics/professional responsibility and substance abuse/mental health credit.

WHAT PEOPLE ARE SAYING...



Good and diverse topics and program. Thanks!



Good subject matter. Programs were run efficiently and on time.

—Attendees, *2018 Business Law Institute*



Excellent program!



I received a lot of up-to-date information and materials.

—Attendees, *2018 NC Business Law & International Law Sections Annual Meetings*

AGENDA

THURSDAY, FEBRUARY 14, 2019 | 12:30 p.m. – 5:30 p.m.

- 12:30 **Registration and Boxed Lunch**
Sponsored by U.S. Bank
- 12:55 **Welcome and Introductions**
- 1:00 **Securities Law Primer and Updates: Basic Building Blocks, Block Trades and Blockchain**
Reynolds
This presentation reminds you of the basic tenets and structure of U.S. securities law, and provides an update on recent developments in the field, including public companies' use of block trades to efficiently access the capital markets, and the applications of blockchain technologies to securities law and vice versa (e.g. initial coin offerings or ICOs).
- 2:00 **Emerging Technologies: The Practice of Law in the Era of Blockchain and Cryptocurrency**
Steffensen and Verdonik
Receive an introduction to blockchain technology and cryptocurrencies, and discuss how these emerging technologies may impact a wide variety of business transactions in an increasingly digital world.
- 2:45 **Break**
- 3:00 **Indemnitor's Remorse: Avoiding Indemnification and Advancement Problems**
Doerr
Companies indemnify and advance expenses to officers, directors, and LLC members and managers to protect company representatives and recruit talent. Most of the time, this works well — but what happens when things go wrong? This session highlights the unintended consequences of indemnification and advancement for transactions, breaches of fiduciary duty, and mismanagement or fraud.
- 4:00 **Don't Fear the ESOP: What Business Owners Who Are Exploring a Liquidity Event (and Their Lawyers) Need to Know About Employee Stock Ownership Plans**
Kaseff, Shuford and Solimine
In addition to providing meaningful retirement benefits to participants, ESOPs can be a tax-favored way for a business owner to take money out of the business, to transition ownership, and to incentivize employee and management performance, all while preserving a meaningful voice in the company's governance. This session — led by an experienced ESOP fiduciary, investment banker and lawyer — introduces you to key ESOP business, regulatory and financial considerations, as well as the pluses and minuses of an ESOP as a strategic alternative for your clients.
- 4:45 **Insurance Considerations for Business Lawyers**
Bowen
Insurance provisions in commercial contracts and other transactions are often overlooked or misunderstood, leaving the possibility of unmanaged and unlimited risk. This session, led by an experienced insurance professional, reviews the typical coverages and endorsements that should be considered when negotiating commercial contracts. It also reviews other exposures and insurance considerations arising in the M&A context. Finally, it provides an introduction to the pros and cons, as well as the mechanics, of captive insurance companies.
- 5:30 **Adjourn/Networking Reception**
Sponsored by High Rock Partners

AGENDA

FRIDAY, FEBRUARY 15, 2019 | 7:30 a.m. – 5:00 p.m.

- 7:30 **Registration and Continental Breakfast**
Sponsored by Bernard Robinson & Company
- 8:00 **Welcome and Introductions**
- 8:15 **Annual Business Law Update**
Molony
With this annual update, catch up on the most recent developments affecting business law practitioners.
- 9:00 **2018 Changes to the North Carolina Business Corporations Act (NCBCA)**
Clement
Hear key topics of the new Session Law 2018-45, including changes that affect boards of directors and officers, voting trusts, shareholder agreements, mergers that follow tender offers, appraisal rights, short-form mergers into non-corporate parent entities, and a new statutory ratification procedure for defective actions or share issuances.
- 9:45 **Dispute Resolution Considerations in Cross-Border Transactions**
Branson and Lindquist
Learn about the available methodologies, their benefits, disadvantages and alternatives in the resolution of international disputes.
- 10:45 **Networking Break**
Sponsored by Brown Advisory
- 11:00 **Ethics of the Deal: Common Ethical Issues that Arise in a Transactional Practice***
Yingling
Receive an up-to-date review of ethical questions that can arise in business law practice and impact your firm's risk management and professional liability profile.
- 12:00 **Networking Lunch and Annual Meetings**
Business Law Section Annual Meeting
Benjamin W. Baldwin, Robinson Bradshaw & Hinson PA, Charlotte, 2019-2020 Section Chair, presiding
- International Law & Practice Section Annual Meeting**
Sarah E. Shtakleff, SAS Institute Inc., Cary, 2019-2020 Section Chair, presiding
- 1:00 **Inside Baseball: How to Develop a Home-Run Partnership Between Inside and Outside Counsel**
Blacksburg, Edwards, Idilbi and Morgan
Moderator: Baldwin
A panel of four in-house counsel explores expectations for their outside counsel, including tips for outside counsel on how to meet and exceed those expectations.
- 2:00 **The Shape of Things to Come: Why GDPR Matters for Your Business**
Delaney, Exum and Pearce
Moderator: Kennedy
The EU's General Data Protection Regulation (GDPR) ushered in a sweeping set of privacy regulations whose impacts stretch far beyond Europe's borders. Learn about key considerations for U.S. companies and their counsel trying to make sense of these regulations.
- 3:00 **Networking Break**
Sponsored by Davis Forensic Solutions, LLC
- 3:15 **Choice of Entity After the Tax Cuts and Jobs Act**
Tarleton
This session discusses the impact of the 2017 tax law on business structure and entity choice decisions.
- 4:00 **Getting By With a Little Help from Our Friends: Substance Abuse and Mental Health Issues Affecting Lawyers[†]**
Ellington and Stell
This session includes a discussion of the ABA/Hazeldon Foundation study, how to identify colleagues at risk and how to help colleagues in need.
- 5:00 **Adjourn**
- * Indicates portion providing Ethics/Professional Responsibility credit
- † Indicates portion providing Substance Abuse/Mental Health credit

PROGRAM DETAILS

SPEAKERS

2019 Business Law Institute

- **W. Larry Bowen**, Marsh & McLennan, Charlotte
- **Adam K. Doerr**, Robinson Bradshaw & Hinson PA, Charlotte
- **Fred Kaseff**, GreatBanc Trust Company, Lisle, IL
- **Donald R. Reynolds**, Wyrick Robbins Yates & Ponton LLP, Raleigh
- **Andrew D. Steffensen**, Schell Bray PLLC, Greensboro
- **David A. Shuford**, Law Offices of David A. Shuford PLLC, Charlotte
- **John Solimine**, Verit Advisors, Chicago, IL
- **James F. “Jim” Verdonik**, Innovate Capital Law, Raleigh

2019 Business Law and International Law & Practice Sections Annual Meetings

- **John D. Branson**, Womble Bond Dickinson (US) LLP, Charlotte
- **Nicole Blackburn**, Qualys Inc., Raleigh
- **David B. Clement**, Smith Anderson Blount Dorsett Mitchell & Jernigan LLP, Raleigh
- **David G. Delaney**, Fluet Huber + Hoang PLLC, Chapel Hill
- **Benjamin R. Edwards**, Lincoln Financial Group, Greensboro
- **Nicole Ellington**, LPC, LCAS, North Carolina Lawyers Assistance Program, Raleigh
- **Joe “Jay” Exum Jr.**, SAS Institute Inc., Cary
- **Jason G. Idilbi**, Passport Labs Inc., Charlotte
- **Kurt E. Lindquist II**, Womble Bond Dickinson (US) LLP, Charlotte
- **Thomas J. Molony**, Elon University School of Law, Greensboro
- **Clayton D. Morgan**, Duke Energy Corporation, Raleigh
- **Alexander M. Pearce**, Ellis & Winters LLP, Raleigh

- **Camille Stell**, Lawyers Mutual Liability Insurance Company of North Carolina, Cary
- **Adam P. M. Tarleton**, Brooks Pierce McLendon Humphrey & Leonard LLP, Greensboro
- **Caroline Hubbell Yingling**, Moore & Van Allen PLLC, Charlotte

HOTEL INFORMATION

Contact hotel directly for reservations at the special NCBA room rate. Rates are based on availability and rooms may sell out.

Pinehurst Resort

80 Carolina Vista Drive
Pinehurst, NC 28374

- **Nightly Rates:**
\$238 single occupancy
\$162 per person/per night double occupancy
Modified American Plan (MAP) rates are per person, per night and include lodging, breakfast and dinner.
- **Reservations:** 855.235.8507
- **Cutoff Date:** January 21, 2019

PLANNERS

2019 Business Law Institute

- **David P. Broughton**, Womble Bond Dickinson (US) LLP, Winston-Salem
- **Russell M. Robinson**, Hagan Barrett PLLC, Greensboro

2019 Business Law and International Law & Practice Sections Annual Meetings

- **David P. Broughton**, Womble Bond Dickinson (US) LLP, Winston-Salem
- **Russell M. Robinson**, Hagan Barrett PLLC, Greensboro
- **Sarah E. Shtakleff**, SAS Institute Inc., Cary

PROGRAM DETAILS

PLANNING COMMITTEE

2019 Business Law and International Law & Practice Sections Annual Meetings

- **Melissa W. Bailey**, Brooks Pierce McLendon Humphrey & Leonard LLP, Raleigh
- **Gary H. Miller**, Gary Miller Law, Sylva
- **Carolyn W. Minshall**, Wyrick Robbins Yates & Ponton LLP, Raleigh
- **Bentley J. Olive**, Olive Law Group PLLC, Cary
- **David A. Shuford**, Law Offices of David A. Shuford, Charlotte

MODERATORS

2019 Business Law and International Law & Practice Sections Annual Meetings

- **Benjamin W. Baldwin**, Robinson Bradshaw & Hinson PA, Charlotte
- **Joseph E. Kennedy**, University of North Carolina School of Law, Chapel Hill

CLE AND PUBLICATION SCHOLARSHIPS

Full and partial scholarships are available for attorneys experiencing a financial hardship of any kind.

Apply at www.ncbar.org/cle/scholarship.

SPECIAL ACCOMMODATIONS

NCBA makes every effort to ensure a quality learning experience. If you have dietary restrictions or need special accommodations, please contact us at least one (1) week prior to the program start date.

We extend our sincere gratitude to the NCBA Business Law and International Law & Practice Sections as well as the planners, speakers and moderators who volunteer their time and expertise toward the goal of presenting an educational program of the highest quality.

SAVE THE DATE!

2020 Business Law Institute and 2020 Business Law and International Law & Practice Sections Annual Meetings

Thursday, February 13 and
Friday, February 14, 2020
Pinehurst

Contact the CLE Department at 800.662.7407 for updates and details.

NCBA

8000 Weston Parkway
Cary, NC 27513

Nonprofit Org.
US Postage
PAID
Raleigh, NC
Permit #297

2019 Business Law Institute and 2019 Business Law and International Law & Practice Sections Annual Meetings

NCBA is an accredited CLE sponsor under the MCLE regulations promulgated by the North Carolina State Bar Board of Continuing Legal Education.

INTRODUCING...

premier pass

The 2018-2019 CLE Premier Pass is
an exclusive NCBA member benefit
providing unlimited CLE
including access to hundreds of
On Demand programs.

www.tinyurl.com/PremierPass

REGISTRATION: All registrations are processed after payment is received. To qualify for the early tuition rate, payment must be received prior to the deadline indicated. Stated early discount rate percentage is approximate. Registrations may be capped based on venue size and may include an overflow room with additional seating. **CHANGES TO EXISTING REGISTRATIONS:** Should an attendee need to cancel his or her registration to a Live, Webcast or Video Replay program, the cancellation request must be received by 9:00a ET one (1) week prior to the start of the program to receive a full refund. Any attendee requesting cancellation less than one week prior to the program will receive a refund, less a \$75 administrative fee. An attendee may choose to transfer his or her registration at a program to the Live, Webcast or Video Replay format of the same program only. Transfer requests must be received by 9:00a ET one (1) business day prior to the program start date. An attendee may further choose to substitute his or her registration to a Live or Video Replay program only. Substitution means sending another person to attend the Live or Video Replay program when the original registrant is unable to attend. Substitution requests must be received by 9:00a ET one (1) week prior to the program start date. The substituted person may be assessed a different fee based on their NCBA membership classification. Cancellation, transfer and substitution requests must be provided in writing by email at askcle@ncbar.org or by calling 800.228.3402. If an attendee misses any portion of a program, that portion is not subject to substitution, refund or transfer. Except as provided herein, registrations including On Demand registrations, cannot be cancelled, substituted or transferred once purchased. **NO-SHOWS:** Anyone who is registered for a program, including CLE Premier Pass holders, but does not check in is considered a no-show. No-shows are not issued a refund, and Premier Pass holders will be assessed a \$75 administrative fee. These registrants will receive the digital materials, available in their online accounts, in full consideration of tuition paid. **MISCELLANEOUS:** The NCBA reserves the right to cancel or reschedule programs at any time. Should the NCBA cancel or reschedule a program, registrants may elect to receive a full refund or attend the newly scheduled program. Notifications regarding program changes will be sent to the email address on file. The NCBA is not responsible for any additional expenses incurred as a result of such cancellation or rescheduling. Each attorney must maintain a record of his or her attendance for the NC State Bar Annual Report. MCLE credit is reported by the NCBA only if a NC State Bar number is provided. Registration and attendance at NCBA CLE programs constitutes an agreement by the registrant with the NCBA for use and distribution of the attendee's image or voice in photographs, videotapes, electronic reproductions and audiotapes of such programs and activities. Unless specified, spouses or guests are not eligible to attend NCBA CLE programs and activities without registering to attend. These terms are subject to change.

REGISTER TODAY!

Online: www.tinyurl.com/CLE840841 | **By phone:** 800.228.3402
By mail: Attn: Accounting-NCBA, 8000 Weston Parkway, Cary, NC 27513

STEP 1: Tell us who you are. (Please print clearly.)

Print Full Name: _____

Address: _____

City, State and ZIP: _____

Daytime Phone Number: _____

Email Address: _____

NC State Bar No. (Required for MCLE Credit): _____

STEP 2: Select your tuition rate(s). (Register early and save 10%. Payment must be received three (3) weeks prior to program date to qualify for the early rate.)

2019 Business Law Institute | February 14, 2019

Standard Rate: \$275 / \$250 *Early*

NCBA Member: \$230 / \$205 *Early*

Business Law Section Member: \$215 / \$195 *Early*

CLE Premier Pass: \$0

2019 Business Law and International Law & Practice Sections

Annual Meetings | February 15, 2019

Standard Rate: \$580 / \$520 *Early*

NCBA Member: \$485 / \$435 *Early*

Business Law Section Member: \$450 / \$405 *Early*

International Law & Practice Section Member: \$450 / \$405 *Early*

CLE Premier Pass: \$0

STEP 3: Select your program(s).

Live (2019 Business Law Institute | February 14, 2019 | #840BLI)

Live (2019 Business Law and International Law & Practice Sections
Annual Meetings | February 15, 2019 | #841BLM)

STEP 4: Complete your payment information.

(Registration is complete only after payment is processed. Please print clearly.)

I am registering for this program at the tuition rate checked above.

Enclosed is a check, payable to NCBA. Please charge my credit card.

Card Number: _____ Exp. Date: _____

Total Amount: _____ Signature: _____

Discounts may be available for NCBA members who are students, law professors, judges or legal services/public interest attorneys. Call CLE at 800.228.3402 for details.