

**GEARING UP FOR 2024:
RECENT BUSINESS LAW DEVELOPMENTS
HOT TOPICS AND STRATEGIES FOR SUCCESS**

TIME	TOPIC	CLE
Friday December 8		
9:30-10:00	Registration & Networking	
10:00-12:00	<p>Legal Trends, Best Practices, and New Strategies to Tackle Challenges in Fundraising, Incentive Compensation, and Exits for Emerging Companies</p> <p>Description: This seasoned panel of experts will present their perspectives and insights from the respective roles they regularly play in connection with emerging companies: investor counsel, outside company counsel, and outside tax counsel. This CLE will discuss current trends and strategies in negotiating and structuring fundraising rounds and exits in light of the market headwinds that many emerging companies (and their investors) are facing. In addition, tax counsel will discuss equity incentive strategies for emerging companies to deploy to retain and motivate key personnel, which strategy has been increasing in importance recently due to lower entry valuations. Topics to be discussed will include the following:</p> <ul style="list-style-type: none"> • Choice of entity type decisions for new startups and the impact on tax planning and incentive equity tools • Best practices in handling down rounds, including the operation of anti-dilution clauses that may have been agreed to in prior rounds • The return of “pay to play” clauses • The pros and cons to startups and investors of issuing convertible notes or SAFEs as a bridge round or stopgap to avoid or delay a down round or revaluation • The recent trend of investors insisting on participating preferred equity in lieu of the more traditional non-participating preferred equity. • Best practices for structuring profits interests or stock options • Strategic considerations for corporate venture investors • The mechanics of the qualified small business stock tax benefit that may be available to investors in certain emerging companies • Legal issues to watch for when a private company pursues an exit event at a valuation below valuations reached during prior fundraising rounds, including fiduciary duty concerns • Trends in legal terms for M&A deals and representations & warranties insurance • Considerations when negotiating M&A deals involving the use of private company stock as consideration • The use of earnouts to bridge valuation gaps and important terms to include in agreements that incorporate earnouts <p>Moderator: Joseph B. Allen, Partner Willcox & Savage, P.C. (Tysons) Panel: Wyatt A. Deal, Partner Hunton Andrews Kurth LLP (Richmond) Steven A. Kaplan, Partner Pillsbury Winthrop Shaw Pittman LLP (McLean & DC)</p>	2.0

	Kurt R. Magette, Senior Counsel Whiteford Taylor & Preston LLP (Richmond)	
12:00-1:15	Lunch & Networking	
1:15-3:15	<p>Commercial Contracts Update: A Transactional, IP & Antitrust Perspective</p> <p>Our clients are adapting business models and relationships to ever-changing market dynamics. Collaborative relationships with suppliers and customers to address opportunities require their general business and transactions counsel to be pro-active and capable of issue-spotting and addressing issues across a wide spectrum of substantive areas, some of which are lagging behind business as often is the case. Likewise, even “old economy” relationships present counsel with challenging issues to address. Topics covered will include:</p> <p>IP: Understanding the challenges of drafting & administering IP-related clauses in the context of commercial contractual relationships. Topics addressed will include:</p> <ul style="list-style-type: none"> • Allocating IP ownership • IP licenses • Warranties & indemnities • Online terms and conditions • End of contract transition <p>NDAs: Topics addressed will include:</p> <ul style="list-style-type: none"> • Drafting updates, (residual knowledge, general knowhow and other strategic clauses) • Interplay with other deal documents • Practical challenges and considerations • Laying the foundation for successful dispute resolution • Recurring problem areas <p>Antitrust & Competition Law Developments: Topics addressed will include:</p> <ul style="list-style-type: none"> • Antitrust risks in information sharing between competitors and retraction of safe harbors • DOJ/FTC Guidelines applicable to various cooperative relationships among competitors • MAP programs • Price discrimination (is Robinson Patman still a toothless tiger?) • Other antitrust issues in supply and distribution agreements <p>Moderator: John M. Huddle, Founding Member The Global Law Group, PLC (Reston)</p> <p>Panel:</p> <ul style="list-style-type: none"> • Alexander W. Koff, Partner Venable LLP (Washington, D.C.) • Wrede H. Smith, Partner McGuireWoods LLP (Washington, D.C.) • David A. Wormser, Partner Troutman Pepper (Washington, D.C.) 	2.0
3:15-3:30	Coffee & Networking break	0.0
3:30-4:30	Digital Commerce Essentials	1.0

	<p>Description: Panelists will discuss challenges related to online contract formation for terms of service agreements and other online contracts and will provide practical tips for making contracts easier to enforce. This CLE will also provide practical guidance on key issues to address in SaaS and cloud contracts. In addition, panelists will discuss developments in privacy law and enforcement – at both the federal and state level – and practical tips to try to avoid potential issues in operations and transactions. Panelists will also discuss other e-commerce issues that may arise under the FTC Act and similar state laws, including issues with subscription models and recurring charges.</p> <p>Topics:</p> <ul style="list-style-type: none"> • <i>Pitfalls of Online Contract Formation</i> • <i>Issues and Strategies in SaaS and Cloud Contracts</i> • <i>Data Privacy Topics</i> • <i>FTC Section 5 Enforcement in E-Commerce – Privacy and Beyond</i> • <i>Q&A Discussion</i> <p>Moderator: Joseph B. Allen, Partner WillcoxSavage (Tysons)</p> <p>Panel:</p> <ul style="list-style-type: none"> • Duane C. Pozza, Partner Wiley Law (Washington, D.C.) • Andrew B. Stockment, Shareholder Flora Pettit (Charlottesville) 	
4:30-5:30	<p>Gov't Contracts Update & Recurring Traps for the Unwary</p> <ul style="list-style-type: none"> • IP implications for Businesses with Government Contracts • Recent GovCon developments • Size, Status, Registration/Certification considerations for Businesses entering GovCon arena • Essentials for corporate and transactional attorneys (M&A considerations for GovCon) <p>Moderator: Matthew A. Clary, Founder Law offices of Matthew A Clary, III (Fairfax)</p> <p>Panel:</p> <ul style="list-style-type: none"> • Christian B. Nagel, Partner Holland & Knight (Tysons) • Bradley Reaves, Partner Reaves GovCon Group (Chesapeake) 	1.0
TOTAL CLE FOR DAY:		6.0
5:45-6:45	Cocktail reception	
7:00-9:00	Dinner	
Saturday December 9		
7:30-9:00	Breakfast & Networking	
9:00-10:00	<p>A Litigation Perspective on Hot Business Law Topics</p> <p>This session will bring a seasoned litigation expert's perspective to select topics addressed on day #1 (trade secrets for example) and will also discuss other vitally important current issues:</p> <ul style="list-style-type: none"> • Employee non-competes and questionable future especially in light of recent federal regulatory/enforcement positions • Trade secrets from a litigator's perspective • Business torts, including tortious interference with contract/prospective business opportunities 	1.0

	<ul style="list-style-type: none"> Retaliatory discharge <p>Moderator: Todd M. Lynn, Partner Carney Patterson Meade PLC (Newport News)</p> <p>Panel:</p> <ul style="list-style-type: none"> Ryan M. Bates, Partner Hunton Andrews Kurth (Washington, D.C.) Edward L. Isler, Partner IslerDare (Vienna) 	
10:00-10:15	Coffee Break & Networking	
10:15-11:15	<p>What Every Business Lawyer Must Know About Export Controls and Sanctions Laws</p> <p><i>This panel of export controls and sanctions lawyers will utilize hypotheticals to frame the issues and provide practical insights and issue-spotting capabilities to Conference attendees. Topics covered will include:</i></p> <p>Traps for the Unwary:</p> <ul style="list-style-type: none"> Why must my law firm have its own compliance program? How do my clients' domestic activities trigger risks and obligations with respect to compliance? <p>How do these risks and obligations apply and vary in different supply relationships?</p> <p>Due diligence implications & practical tips</p> <p>Dealing with violations: Voluntary Disclosures and Traps for the Unwary (including new Joint Agency Policy release)</p> <p><u>Moderator:</u> John M. Huddle, Founding Member The Global Law Group, PLC (Reston)</p> <p><u>Panel:</u></p> <ul style="list-style-type: none"> Megan A. Barnhill, Partner BryanCave LLP (Washington, D.C.) Timothy P. O'Toole, Member & Practice Lead Miller & Chevalier (Washington, D.C.) 	1.0
11:15-1:15	<p>Ethics: Conflicts of Interest and Multi-Jurisdictional Practice Insights for Business Lawyers</p> <p><u>Moderator:</u> Daniel E. Howell, Partner McGuireWoods LLP (Richmond)</p> <p><u>Speaker:</u> Thomas E. Spahn, Partner McGuireWoods LLP (McLean)</p>	2.00
Total CLE for Day:		4.0
TOTAL CLE:		10.0 (2.0)

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Faculty

Joseph B. Allen

Willcox & Savage, P.C.
Norfolk

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Washington, DC

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Steven A. Kaplan

Pillsbury Winthrop Shaw Pittman LLP
McLean

Alexander W. Koff

Venable LLP
Washington DC

Todd M. Lynn

Carney Patterson Meade PLC
Newport News

Kurt R. Magette

Whiteford Taylor Preston, LLP

Richmond

Christian B. Nagel
Holland & Knight
Tysons

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