51st Annual Advanced Business Law Conference

Virginia's Premiere CLE for Business Lawyers
September 5–6 at the Williamsburg Lodge
10.0 hours CLE credit, 2.0 Ethics (approved)

Annual Advanced Business Law Conference
Virginia State Bar

Presented by the Business Law Section of the Virginia State Bar in cooperation with and with the support of the Virginia Bar Association Business Law Section.

Advising Business Clients Through Trump 2.0: Deregulation, DOGE and Economic and Geopolitical Disruption

As expected, Trump's first 200 days have brought changes in many laws, regulations and government policies impacting business. A "Trump bump" in the business finance and deal environment didn't materialize as quickly as many predicted. At least in the short term, the new administration likely expected mixed economic and political reactions to its aggressive immigration, trade, DOGE and tax agendas. The worst stock market correction since COVID was arguably more surprising as Trump had long preached the virtues of tariffs. Business lawyers are accustomed to major changes in laws and regulations accompanying a new administration. And they have become more accustomed to the complexity and uncertainty of an increasingly technology-driven and global economy. But this year was a different wake-up call for businesses and their legal counsel.

The breadth and speed of Trump administration policy moves have disrupted U.S. and global economies, politics and businesses like none before. As a result, businesses are confronting not only more complexity and uncertainty, but also the reality that more business risks are now beyond their control. Of course, stock market volatility creates buying opportunities and new business risks create new business models and opportunities for higher returns. As always, the most opportunistic business leaders and their advisors will know when to be opportunistic and when to be more diligent and patient. This environment will challenge business lawyers to be as effective as trusted business counselors as legal advisers.

Business lawyers are facing significant changes in laws and regulations impacting labor and employment, healthcare and taxation (including immigration, ACA and other regulatory rollbacks, and tax rate cuts and incentives), energy and the environment, international trade regulation, and antitrust. These changes will have different consequences for different businesses, and require renewed collaboration among business lawyers, subject matter and industry experts and other advisors. In addition to digesting these legal and regulatory changes, business lawyers will need to creatively advise clients in an environment where change has become a certainty and business must be vigilant and always prepared to pivot.

Against this backdrop, this Conference is intended to provide business lawyers with (a) updates on certain changes in laws impacting business, (b) an overview of the potential impacts of domestic economic and geopolitical uncertainty on business, and (c) in keeping with prior Conferences, practical guidance in several common practice areas including SAAS company legal housekeeping, trends in M&A indemnification and representations and warranties insurance, and the advantages and pitfalls of arbitration for resolving business disputes.

As always, the Conference will be presented by experienced attorneys and other advisers who are experts in the subject matter of each session. And, as important as the Conference content, opportunities to interact and socialize with speakers and other attendees are intended to encourage live attendance.

Day One **September 5, 2025**

8:30 a.m. Registration

9:00 a.m. ***Trump Administration and Geopolitical Roundtable***

- DOGE budget cuts and federal workforce downsizing, pushback on DEI programs and government grants, and renewed "power of the purse" battle between the President and Congress
- Immigration policy ripple effects on business and workforce
- Trade/Tariff debate and litigation amidst Trump's rapid, shifting, bilateral deal-making with individual countries (foreign policy tool as much as an economic one)
- Regulatory reset of Trump 1.0 and push for more U.S. investment and U.S. leadership in AI and crypto
- Congress' "Big Beautiful Bill" and budget reconciliation fights over (a) debt limit increase, (b) freezing business taxes, (c) increasing DHS and DOD budgets while cutting energy tax credits and Medicaid, and (d) business tax relief including making 199A pass-through deduction and TCJA tax provisions permanent (in some cases, retroactively, and featuring 100% expensing and bonus depreciation, domestic R&D expensing, a semiconductor manufacturing investment credit and retroactive small business tax relief) and expansion of Section 1202 Qualified Small Business Stock exclusion
- Politics of potential Republican House and Senate majorities expansion against historical precedent for midterm election losses and Democratic efforts to reestablish their leadership, and internal White House politics impacting Republican chances to retain the White House after Trump

Panel: Chris Hodgson, Principal and Director with Cornerstone
John Sandell, Principal and the Head of Tax Policy for Cornerstone
Moderator: Steven J. Keeler, Member at Keeler PLC

10.30 a.m. ***Employment and Business Tax Law Changes and Insights From Former Government Lawyers***

- Emerging changes in employment and business tax laws, including the effects of the "One Big Beautiful Bill"
- Changes to employment-law policies, regulatory and enforcement priorities, and the effect of certain Executive Orders (including DEIA and disparate impact orders)
- Updates on business tax law and perspectives on the workings of the IRS and DOJ from former IRS and DOJ lawyers

Panel: John Bredehoft, Member at Kaufman & Canoles
Matthew Razzano, Associate at Whiteford
Curtis Paul, Associate at Whiteford
Moderator: Jonathan D. Puvak, Partner at Gentry Locke

12:00 p.m. Lunch

1:00 p.m. ***Federal and Virginia Antitrust Law Background and Changes Impacting Companies of all Sizes***

- Updates and trends in antitrust law, including Federal Trade Commission-Department of Justice merger policy
- The latest on high profile antitrust cases, where they are going, and their impact
- Insights on the Trump Administration's DOJ antitrust policies and enforcement priorities and what it means for Virginia businesses

Panel: Joseph V. Coniglio, Director of Antitrust and Innovation, Information Technology and Innovation Foundation
Spencer Cox, Partner at Whiteford, Taylor & Preston LLP
Moderator: Todd Lynn, Partner at Carney Patterson Meade

2:15 p.m. ***Risk Allocation in M&A: Recent Developments in Representations and Warranties Insurance***

- Overview of the Representations and Warranties Insurance ("RWI") process and tips for avoiding common pitfalls
- Current trends in purchasing RWI
- Types of deals utilizing RWI
- Cost of premiums/retentions
- Challenges - Coverage limitations and emerging exclusions
- Common carve-outs and ways to address them
- Special challenges in small and large deal coverage
- Synthetic RWI and other innovations
- When and why used – how can this help me successfully close the deal?
- Using RWI to enhance and successfully close transactions
- Tales from the frontline - trends in RWI claims and payouts
- Claim frequency and severity trends
- The most commonly breached representations and warranties

Panel: Clayton DeArment, Troutman
Patrick J. Browne Jr., Marsh McLennan
Moderator: Valarie Ney, Partner at Hunton Andrews Kurth LLP

3:15 p.m. Break

3:30 p.m. ***Beyond Our Borders: U.S. Business Impacts of Trade Regulation and Immigration Law Changes, Tariffs and Geopolitical Uncertainties***

- Tarriff update
- Recap on the main tariff launches, threats of more, and pull-backs
- Pending litigation challenging Trump
- Tarriff mitigation and survival strategies
- Immigration hot issues and present state
- Practical compliance

Panel: Leonard Fleisig, Partner at Wilcox Savage
Ilya Somin, Professor of Law, Antonin Scalia Law School at George Mason University and the B. Kenneth Simon Chair in Constitutional Studies at the Cato Institute

James Wood, Partner at Wilcox Savage
Moderator: John Huddle, Partner at The Global Law Group

5:00 p.m. Adjourn

Day Two September 6, 2025

8:30 a.m. ***Make or Break Legal Planning and Compliance for IT, SAAS and AI-Oriented Businesses***

- Lifecycle of a tech startup and keeping future financings and sales in mind
- Owners, investors and equity incentive issues
- Typical assets, securing intellectual property and managing open source software issues
- Common commercial agreements, contract standardization, indemnification and liability caps, and revenue recognition issues
- Typical risks and potential liabilities, including data privacy and security law compliance, infringement, and rights to data sets
- Multi-state and foreign operations, choice of jurisdiction, foreign subsidiaries, and offshore workers

Panel: Billy Poynter, Partner at Kaleo
Will Dickinson, Partner at Kaleo
Howard Greene founder and CEO of Zeroto20CFO
Moderator: Tina McRae, Partner at Kaleo

9:30 a.m. ***Arbitration of Business Disputes***

- Advantages and pitfalls of providing for arbitration in lieu of litigation for the resolution of disputes around a variety of contracts, including consumer and employment agreements
- "Do's and Don'ts" around drafting arbitration provisions

Panel: Ryan Bates, Partner at Hunton Andrews Kurth LLP
Maryia Jones, Partner at Baughman Kroup Bosse
Moderator: Joseph Allen, Partner at Willcox Savage

10:30 Break

10:45 a.m. ***Ethics and AI implementation in Law Practice***

- Legal billing ethics – comparison of ABA formal opinion 512 to VSB proposed rule 1901 – billing for time saved while and related issues
- Competency – risk of AI bot outputs not being properly reviewed by human attorneys and ethical implications of creating and sharing AI bots with clients
- Unauthorized Practice of Law – end-user use of AI bots without independent attorney review and ownership by a non-law firm entity, and comparisons to legal zoom and equivalents
- Malpractice risks – law firm generation of AI bots, sharing with clients, and client preference for no independent human attorney review, charging clients for AI bot use, and potential mitigation of law firm liability via client liability waivers with respect to AI outputs

Panel: Justin Ritter, Partner at Ritter Law PLLC
Emily Hedrick, Virginia State Bar Ethics Counsel

Tricia Dunlap, Partner at Dunlap Law PLC

12:45 p.m. Adjourn

As always, the Conference offers the opportunity to interact, network, and socialize with speakers and other attendees

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