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INSTITUTE INFORMATION

THE 2023 BUSINESS LAW INSTITUTE

Monday & Tuesday, May 1 & 2, 2023

Attend-In-Person

Minnesota CLE Conference Center
600 Nicollet Mall, Suite 370, Minneapolis

Can't attend the live Institute?

View the online replay Monday & Tuesday, June 5 & 6, 2023
www.minncle.org

Register online at www.minncle.org

For assistance, call Minnesota CLE at 800-759-8840 or email customerservice@minncle.org.

TUITION:

\$495 MSBA member

\$495 paralegal

\$595 standard rate

SEASON PASSHOLDERS:

- **Super Passholders** may attend the in-person seminar or the online replay at no charge.
- **In-Person Passholders** may attend the in-person seminar at no charge or the online replay for 50% off.
- **Online Passholders** may attend the in-person seminar for 50% off or the online replay at no charge.

NEW LAWYER DISCOUNT!

New lawyers who have been admitted to the bar fewer than 3 years receive a 50% discount.

SCHOLARSHIPS AVAILABLE

Minnesota CLE maintains a scholarship program for those individuals with a financial need. To obtain a scholarship application, contact Grant at gdavies@minncle.org.

JOIN THE MSBA AND PAY LESS FOR MINNESOTA CLE SEMINARS!

To join, go to www.mnbar.org
Or for more membership advantages call 1-800-882-6722.

Can't attend? You can still get the Institute materials!

The **hardcopy version** is available for \$125 (plus tax and handling). Call Minnesota CLE at 651-227-8266 or 800-759-8840 to place your order. Orders will be filled after the Institute. The **electronic version** is also available for \$125 (plus tax) and may be purchased at www.minncle.org after the Institute.

LIVE IN-PERSON

Monday & Tuesday, May 1 & 2, 2023
Minnesota CLE Conference Center
600 Nicollet Mall, Suite 370
Third Floor City Center, Minneapolis

ONLINE REPLAY

Monday & Tuesday, June 5 & 6, 2023
View online at www.minncle.org

The online replay will include all plenary and breakout sessions. A moderator will be available to answer questions by e-mail. You will receive all the in-person content with the convenience and accessibility of participating online. All materials will be provided electronically.

HOW TO REGISTER

Register online at www.minncle.org. For assistance, call Minnesota CLE at 800-759-8840 or email customerservice@minncle.org.

COURSE MATERIALS

In-Person Attendees

Course materials will be provided to in-person attendees in hard copy. In-person attendees will also have electronic access to the course materials via their Minnesota CLE website account.

Online Replay Attendees

Online replay attendees will have electronic access to the course materials via their Minnesota CLE website account.

CREDITS

Institute

Minnesota CLE will apply to the Minnesota State Board of Continuing Legal Education for **12.5 CLE credits, including 1.0 elimination of bias credit for session #803 and 1.0 ethics credit for session #903**. The maximum total credits attendees may claim for this course is 12.5.

Post-Institute Webcast

For the webcast, Minnesota CLE is applying to the Minnesota State Board of CLE for **1.0 standard CLE credit**.

SCHOLARSHIPS AVAILABLE

Minnesota CLE maintains a scholarship program for those with a financial need. Contact Grant at gdavies@minncle.org or 651-254-2103 for further details or to obtain an application.

ACCOMMODATION

If you have a disability and need an accommodation in order to attend this seminar, please contact Minnesota CLE as soon as possible at 800-759-8840 or customerservice@minncle.org.

CANCELLATION POLICY / NO-SHOW POLICY

Paid registrants who cancel before the seminar will receive a refund upon request. Paid registrants who do not cancel and are unable to attend will retain access to the institute materials and PowerPoint presentations through their Minnesota CLE website account. Passholders may purchase the materials at 50% of the full retail price.

QUESTIONS?

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DATED MATERIAL – PLEASE EXPEDITE!



THE 2023 BUSINESS LAW INSTITUTE

MONDAY & TUESDAY,
MAY 1 & 2, 2023

Attend In Person



Co-sponsored by Minnesota CLE and the
MSBA Business Law Section

THE 2023 BUSINESS LAW INSTITUTE

We are back **live and in person** at the Minneapolis Conference Center!

Join us for **two full days** of new developments, annual updates and 30 breakout sessions!

FEATURING –

- The **Business Case Law** Update
- The **Secretary of State** Report
- **Legislative** Updates
- **30 Breakout Sessions** on Foundations, Contracts, Tax, LLCs, M&A/Purchase & Sale, Securities, Business Disputes, Corporate Transparency Act, ChatGPT & Technology, Employment, Data Privacy & Cyber Security, Crypto, ESG, Commercial Insurance and Doing Business Internationally
- Plus, **Ethics** and **Elimination of Bias** Credits
- And Much More!

SPECIAL BONUS –

A **FREE Post-Institute Webcast** in July!

MONDAY & TUESDAY, MAY 1 & 2, 2023 – ATTEND IN PERSON

Minnesota CLE Conference Center
600 Nicollet Mall, Suite 370, Minneapolis

CAN'T ATTEND IN PERSON? View the Online Replay on Monday & Tuesday, June 5 & 6, 2023.

DAY 1 – MONDAY, MAY 1

All times are CDT.

8:45 – 10:00 a.m. PLENARY SESSIONS	10:15 – 11:15 a.m. BREAKOUT SESSION A	11:30 a.m. – 12:30 p.m. BREAKOUT SESSION B	1:30 – 2:30 p.m. BREAKOUT SESSION C	2:45 – 3:45 p.m. BREAKOUT SESSION D	4:00 – 5:00 p.m. BREAKOUT SESSION E				
8:15 – 8:45 a.m. CHECK-IN & CONTINENTAL BREAKFAST	BUSINESS FOUNDATIONS	001 Choice of Entity and Business Formation – Governing Laws, Structures, and Key Governance Issues! <i>Wynne Reece</i>	101 Early Stage Financing for Startup Companies – How to Finance the Enterprise in the Current Market <i>Peter J. Kaiser</i>	201 Estate Planning Basics for the Business Lawyer <i>Amanda J. Kruse & Matthew J. Shea</i>	CONTRACTS	301 Beware of Boilerplate Language in Contracts – Does it Benefit or Harm Your Client? <i>James E. Snoxell & Mark V. Steffenson</i>	401 Dispute Resolution Clauses in Contracts – Forum, Venue, Parties and More <i>Paul M. Floyd & Judge Becky R. Thorson (retired)</i>		
8:45 – 9:00 a.m. WELCOME & INTRODUCTION		M&A PURCHASE & SALE	002 The Current State of Capital Markets and M&A Deals <i>James M. Frommelt, Kam Kielhorn & Adam Webb</i> <i>Mark D. Williamson (moderator)</i>	102 Using Earnouts and Rollover Equity in M&A Transactions <i>Zachary J. Crain</i>		202 Intellectual Property Considerations in M&A Transactions <i>Stephen R. Baird & Craig S. Krummen</i>	SECURITIES LAW	302 Top 4 Trends to Know in Representing Public Companies <i>Liz Dunshee</i>	402 New Developments in Securities Law That Impact the Work of Business Attorneys and In-House Counsel <i>Amy C. Seidel</i>
9:00 – 10:00 a.m. Business Law Case Update  <i>Faris A. Rashid & X. Kevin Zhao</i>			TAX	003 6 Tax Principles That Every Business Lawyer Must Know <i>Mark A. Sellner</i>		103 Saving Taxes for Your Client by Using an S Corporation Rather than an LLC <i>Mark A. Sellner</i>		203 Tax Issues When Selling an LLC or an S Corporation <i>Mark A. Sellner</i>	OTHER IMPORTANT ISSUES
10:00 – 10:15 a.m. BREAK	11:15 – 11:30 a.m. BREAK	12:30 – 1:30 p.m. LUNCH (provided)		2:30 – 2:45 p.m. BREAK	3:45 – 4:00 p.m. BREAK	5:00 – 5:30 p.m. Institute Reception <i>Join your colleagues and friends for tasty refreshments plus in-person conversations!</i> 			
<div style="border: 2px solid red; padding: 5px; text-align: center;"> <p>Thank You to Our Luncheon Sponsor</p> <p>Morgan Stanley</p> </div>									
<div style="border: 2px solid purple; padding: 5px; text-align: center;"> <p>12:45 – 1:15 p.m. LUNCH PRESENTATION</p> <p>Don't Take on the World Alone – Using Governmental Resources to Successfully Export Goods & Services</p> <p><i>Laurence Reszetar</i></p> </div>									

DAY 2 – TUESDAY, MAY 2

8:55 – 10:00 a.m. PLENARY SESSIONS	10:15 – 11:15 a.m. BREAKOUT SESSION F	11:30 a.m. – 12:30 p.m. BREAKOUT SESSION G	1:30 – 2:30 p.m. BREAKOUT SESSION H	2:45 – 3:45 p.m. BREAKOUT SESSION I	4:00 – 5:00 p.m. BREAKOUT SESSION J				
8:05 – 8:35 a.m. CHECK-IN & CONTINENTAL BREAKFAST	UPDATES	501 Legislative Update – A Deeper Dive into the Corporate Transparency Act <i>Kimberly A. Lowe & Bibi Black</i>	601 Rapid Fire – 20 Things Every Business Lawyer Should Know About Employment Law <i>Leonard B. Segal</i>	701 Data Privacy & Cybersecurity Update – Staying Current on the Latest Threats and Safeguards to Advise Your Business Clients <i>Jamie N. Nafziger</i>	BUSINESS DISPUTES	801 When Owners Sue Each Other – Litigating & Managing Fiduciary Duty Disputes <i>Peter J. McElligott & Richard T. Ostlund</i>	901 Foundations in Business Valuation for Shareholder Disputes <i>Richard C. Berning & John H. Heidebrecht</i>		
8:35 – 8:55 a.m. ANNUAL MSBA BUSINESS LAW SECTION MEETING		CONTRACTS	502 Contract Terms, Termination Clauses, and Remedies – How to Get Out of the Contract Gone Bad <i>Steven C. Kerbaugh</i>	602 Market Trends and Considerations in Indemnification and Representations and Warranties <i>Keith P. Radtke & Kate Sherburne</i>		702 Advanced Contract Drafting – 7 Tips for Drafting Contract Provisions that Manage Risk via Insurance Provisions <i>Terri Krivosha</i>	LLCS	802 Setting Up and Advising Single Member LLCs <i>Allison M. Plunkett</i>	902 LLC Operating Agreements – Focus on Management and Buyouts <i>Allison M. Plunkett</i>
8:55 – 9:00 a.m. WELCOME & INTRODUCTION			OTHER IMPORTANT ISSUES	503 Introduction to Commercial Insurance for the Business Lawyer – Primary Coverage, Subordination, Claims-Made, Prior Acts, Tail Coverage and More <i>Kay Nord Hunt & Michelle K. Kuhl</i>		603 Cryptocurrencies & Blockchain Technology – Regulatory Updates and Crypto Service Provider Meltdowns Affecting You and Your Clients <i>Susan H. Stephan</i>		703 The Intersection of ESG and Business Law <i>Jill R. Radloff</i>	SPECIALTY CREDITS
9:00 – 9:30 a.m. The Secretary of State Report <i>Steve Simon</i>	9:30 – 10:00 a.m. Legislative Update – The Corporate Transparency Act & Updates to the UCC <i>Kimberly A. Lowe & Bibi Black</i>	11:15 – 11:30 a.m. BREAK		12:30 – 1:30 p.m. LUNCH (on your own)	2:30 – 2:45 p.m. BREAK	3:45 – 4:00 p.m. BREAK			
10:00 – 10:15 a.m. BREAK									

FACULTY

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Terri Krivosha Maslon LLP Minneapolis		
Craig S. Krummen GreenbergTraurig LLP Minneapolis		

POST-INSTITUTE WEBCAST

Tuesday, July 11th, 2:00 – 3:00 p.m.

Intellectual Property Law for the Business Lawyer – Lessons for Managing and Protecting a Company's Most Valuable Assets

1.0 STANDARD CLE CREDIT

Devan V. Padmanabhan & Kelcey Patrick-Ferree