

CITY, STATE, ZIP
ADDRESS
NAME

KUTAK ROCK LLP
2300 MAIN STREET, SUITE 800
KANSAS CITY, MO 64108

PROTECTING CORPORATE INTERESTS FROM INSIDE KUTAK ROCK LLP PRESENTERS:



Neil Miller is a corporate associate in our Kansas City office, where he represents sellers, buyers (strategic and financial), private equity funds and their portfolio companies in a broad spectrum of corporate and securities matters, including middle-market mergers and acquisitions, corporate governance, business entity formation and tax planning. Prior to joining the firm, Mr. Miller worked as an analyst with a boutique investment bank focused on the middle-market.



Mitch Woolery, a partner in our Kansas City office, has served as lead counsel to public and private companies, private equity funds and investors in numerous complex multimillion-dollar mergers, acquisitions, recapitalizations and financings. In recent years, Mr. Woolery's practice has focused on Middle Market Mergers and Acquisitions in which he represents private equity groups and their portfolio companies, strategic and financial buyers, and selling founders and entrepreneurs. In addition, Mr. Woolery represents boards of directors in fulfilling their fiduciary duties and in other corporate governance matters.



Sara English is a partner in our Omaha office where she routinely advises clients from a variety of commercial sectors such as health care, retail, and finance in all aspects of technology transactions and the use and handling of sensitive personal information. Ms. English is a Certified Information Privacy Professional (CIPP/US), credentialed by the International Association of Privacy Professionals. She has extensive experience with both commercial and regulatory elements associated with technology and data.



Ed Marquette, a partner in our Kansas City office, has a national practice focused on intellectual property ("IP"), technology, and trade regulation matters. His IP practice includes brand and trademark counseling, protection, and enforcement. His technology-related practice encompasses technology development agreements and arrangements, E-commerce and Internet law matters, high-tech procurement negotiations and contracting, and product procurement and sourcing (especially sourcing in China). His trade regulation experience includes international and domestic (30 countries) distribution and franchising and complex domestic and cross-border competitor collaborations, including information sharing (within and without trade associations) and IP cross-licensing.



Gilbert Boyce, a partner in our Washington, D.C. office, has represented clients as lead or appellate counsel in litigation matters across a spectrum of disciplines. Mr. Boyce regularly represents clients before the Securities and Exchange Commission, FINRA and Internal Revenue Service. He also has extensive experience advising corporate counsel concerning loss prevention and conducting internal investigations. Mr. Boyce was previously employed at the Internal Revenue Service, where he worked on a variety of civil and criminal tax cases. He participated in a number of grand jury investigations, including the prosecution of money laundering, tax evasion, financial fraud and racketeering cases.



Rich Olmstead is a partner in our Wichita office. He focuses his practice on complex litigation in energy law and employment law. In his employment law practice, Mr. Olmstead counsels and defends employers and management in all aspects of the employment relationship including, but not limited to, defense of claims of discrimination, harassment, and retaliation; defending wage and hour claims; and negotiating and litigating employment contracts, covenants not to compete, trade secret agreements, arbitration agreements, and severance agreements.



Michaele Baumert, of counsel in our Omaha office, concentrates her practice on employment law, class action, franchise vicarious liability, and traditional labor. She provides day-to-day preventative counseling and assistance to employers regarding the full spectrum of labor and employment matters, including employment discrimination, harassment, wage and hour, disability leave management, reductions in force, policy drafting, employment contracts and severance agreements, and workplace investigations.



Anna Berman, an associate in our Kansas City office, has a broad commercial practice with an emphasis on complex commercial litigation, insurance and coverage work, landlord-tenant disputes, auto finance, and creditor's rights issues.



Joseph Serrano, a partner in our Kansas City office, focuses his practice in the area of public finance, representing bond issuers and underwriters in a variety of financing transactions and serves as bond counsel or disclosure counsel to municipalities, public utilities and transportation entities.

PROTECTING CORPORATE INTERESTS FROM THE INSIDE

TUESDAY, JUNE 21 FROM 11:00 AM-4:00 PM

KUTAK ROCK LLP, 2300 MAIN STREET, SUITE 100, KANSAS CITY, MO

CLE APPROVAL PENDING FOR 1 ETHICS HOUR AND 4 GENERAL HOURS

RSVP BY JUNE 17: ONLINE AT WWW.KUTAKROCK.COM/JUNE21CLE OR TO DAWN DYSART AT KCCLE@KUTAKROCK.COM (816) 502-4812

10:30 a.m. **Registration and Introduction**

11:00 a.m. ***Your Non-Binding Letter Of Intent Is Legally Binding—And It Just Cost Your Client \$113 Million***

Neil Miller (Associate, Kansas City) and Mitch Woolery (Partner, Kansas City)

What happens when your “non-binding” letter of intent becomes legally binding? We examine trends in recent case law concerning letters of intent and other preliminary agreements with special emphasis on a recent Delaware case and whether it will be followed in Missouri and Kansas. This presentation will address the practical impact of recent trends, and how corporate counsel should negotiate letters of intent and other preliminary agreements.

11:30 a.m. ***The Evolving Corporate Threat of Cyber and Data Security***

Sara English (Partner, Omaha)

Cyber and data security is viewed as a critical issue by regulators, yet many companies have not stepped up enterprise-level risk management to address these security vulnerabilities. Partner Sara English, a Certified Information Privacy Professional, will discuss the critical role executives and the board should play in cyber and data security governance and risk management. We will discuss how directors ought to work together with corporate leaders, CEOs, lawyers, consultants and technical experts to effectively enhance privacy and security efforts.

12:20 p.m. **Break**

12:50 p.m. ***The Tricks and Traps of International Contracts***

Ed Marquette (Partner, Kansas City)

Doing business internationally (and this necessarily implicates contracting) means you are trodding on treacherous terrain. Reliable (or even failsafe) clauses used domestically may either be useless or counterproductive. Choice of law, choice of venue, term and termination, service of process, confidentiality, and dispute resolution clauses need particular care and attention. This presentation explores common mistakes and offers tools and techniques for avoiding painful pitfalls often encountered in the international context. It will also offer an introduction to INCOTERMS, the Lexicon of international trade.

1:20 p.m. ***Internal Investigations: Avoiding Missteps and Recent Developments***

Gil Boyce (Partner; Washington, D.C.)

This presentation will cover some of the common mistakes made during internal investigations and also will examine best practices, protecting the attorney-client privilege, waiver of the privilege and recent developments concerning conflicts of interest and joint representation.

1:50 p.m. ***Rewriting Title VII: The EEOC’s Push to Add LGBT Protections to Title VII***

Rich Olmstead (Partner, Wichita)

This presentation will address the EEOC’s agenda to aggressively litigate claims of harassment and discrimination based on sexual orientation, gender identity and gender stereotypes to broaden the scope of protections provided by Title VII of the Civil Rights Act of 1964, treatment of such claims in the courts, proposed legislation addressing LGBT protections in the workplace, and best risk management practices.

2:20 p.m. ***Dealing With the Problem Employee***

Michaëlle Baumert (Of Counsel, Omaha)

A small percentage of employees create the lion’s share of HR problems and potential liability. In this session we will discuss common employee problems, and mistakes supervisors and managers often make to worsen these situations. We will also discuss common-sense strategies for managers and supervisors to be part of the solution and help avoid liability.

2:45 p.m. **Break**

3:00 p.m. ***Ethics Trivia: Real Life Issues Facing Corporate Counsel (Ethics)***

Anna Berman (Associate, Kansas City) and Joe Serrano (Partner, Kansas City)

For our ethics portion we will explore real life cases from around the country, some of them more believable than others, in a game show format. Don’t be afraid, ethics can be fun!

3:55 p.m. **Closing Remarks & Happy Hour**