WSBA Practice Primer: Business Law

Original Program Dates:  Track 1 – June 6, 13 & 20, 2018
                          Track 2 – July 11, 18 & 25, 2018
                          Track 3 – August 15, 22 & 29, 2018

Available Media Types:  Video Only

REPORTING YOUR CREDIT
This on-demand seminar was originally presented in three parts as the live seminars and webcasts, WSBA Practice Primer: Business Law Track One, Track Two and Track Three, in Seattle, WA. If you attended the live seminar or webcast and reported CLE credits, you cannot also report credits from watching or listening to this recording.

DESCRIPTION
The Washington State Bar Association is pleased to offer the second ever Practice Primer seminar! The WSBA Practice Primer examines a substantive area of law through a series of learning tracks that build upon one another. Completion of all three learning tracks will provide you with a solid educational foundation and primer for practice. The skills learned in this series would benefit new attorneys and experienced attorneys intending to change or expand practice areas. Our 2018 series is focused on Business Law. Optional homework is assigned between sessions. There are six assignments worth 0.5 credits (other) each, for a total of 3.0 credits (other) available for the entire primer.

AGENDA

Track One – Formation Fundamentals

1 Initial Interview
   Presenters walk through the client intake interview process and identify fundamental questions to ask during the interview. They provide an overview of the different business entities and their associated liabilities.

2 Choice of Entity
   This session compares and contrasts each business entity and their corresponding duties, maintenance concerns and fiduciary duties. The session also focuses on the formation of each entity and basic tax implications.

3 Papering the Deal
   This session covers the basics of different formation contracts, the decision-making process within each entity, contributions (shares) and the practical steps to take after forming a business.

Presenters:
Benjamin M. Spruch – Hanson Baker Ludlow Drumheller P.S., Bellevue, WA
David C. Tingstad – Beresford Booth PLLC, Edmonds, WA

Agenda continues on the next page.
Track Two – Run Your Business Like a Business

1 Business Basics and Spotting Issues
In this session, our faculty experts provide an overview of financial considerations: the basics of business financing, how to run a business like a business, types of investors and growth and exit strategies. The session also highlights relevant RPCs.

2 Money
This session focuses on financial sources and presentation materials, dilution, valuation and negotiation, how to identify UCC and SEC issues and classes of investors.

3 People
In this session, faculty provide an overview of the General Counsel’s role within a company, trade secrets, powers associated with each party and executive employment agreements, plus a discussion of corporate counsel’s ethical duties.

Presenters:
Lara Lavi – Media Law Group, Inc., Seattle, WA
Paul Barrera – North City Law, PC, Shoreline, WA

Track Three – Turning Points

1 Advising on the Deal
This session examine ways a company may grow and choose to sell, duties triggered by a sale, business valuation, steps to winding down a business and methods of documenting the deal. The session also includes a discussion of due diligence and best practices for advising a client who seeks to purchase a business.

2 Winding Down and Dissolution
Faculty discuss voluntary and involuntary winding down and dissolution, ceasing business without bankruptcy and strategies for handling debt, money or assets. The session also includes an examination of common issues in business dissolution and ethical duties triggered by insolvency and dissolution.

3 Pit Traps for the Unwary Lawyer
This session examines misrepresentation liability for attorneys, legal implications of business growth, attorney-client privilege at different stages of business evolution and common intersection with other areas of law when advising and representing business clients.

Presenters:
Andrew R. Escobar – DLA Piper, Seattle, WA
Eric Franz – DLA Piper, Seattle, WA
Michael Pirog, DLA Piper, Seattle, WA