

Documenting Oregon Businesses: From Start to Finish

Get a bird's-eye view of the documents and forms needed for Oregon businesses, including:

- ◆ Entity formation
- ◆ Buy/sell agreements
- ◆ Employee handbooks and policies
- ◆ Retail and office leases
- ◆ Adding or buying out owners
- ◆ Raising capital



Cosponsored by the Business Law Section

Thursday, December 3, 2009
9 a.m.–4:30 p.m.

Oregon Convention Center
Portland, Oregon



Includes
forms on CD!

5.5 General CLE credits and 1 Ethics credit

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Video Replays

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Oregon Convention Center
777 N.E. Martin Luther King Jr. Blvd.
Portland, Oregon

“In the business world, the rearview mirror is always clearer than the windshield.”

—Warren Buffett

DRRAFTING BUSINESS DOCUMENTS IS AN AREA RIPE FOR MISTAKES. If you write or review documents for closely held businesses, this seminar will help you get a clear view from the beginning, not in hindsight. From entity formation and buy/sell agreements to employment documents and employee handbooks and policies, our experts will cover all of the details for business to get and stay in top form. Review contracts for leasing office or retail space, and gain an understanding of financing and capital structure considerations, including tips and traps for the growing business. And what happens when a business does business with its owners? A legal ethics expert will highlight potential conflicts and problems for lawyers representing the business.

Business Law Section members receive a \$20 discount off registration rates.



**Includes
forms on CD!**

Register online at www.osbar.org, by using this form, or by calling the OSB CLE Service Center at (503) 431-6413, toll-free in Oregon at 1-800-452-8260, ext. 413. For a full listing of OSB CLE seminars, please visit www.osbarcle.org.

This seminar will be videotaped and shown in its entirety at the following locations if three or more registrations are received at least a week prior to the replay date. To find out if a replay will be shown, please click on the Seminars Calendar at www.osbarcle.org and select the date of the scheduled video replay.

- ◆ **Astoria**
Friday, March 19
Di Bartolomeo Law Office
1139 Exchange St.
- ◆ **Bend**
Friday, March 12
Miller Nash LLP
1567 S.W. Chandler Ave.
Suite 204
- ◆ **Coos Bay**
Friday, March 12
Daniel M. Hinrichs PC
590 Commercial Ave.
- ◆ **Eugene**
Friday, March 19
Gaydos Churnside & Balthrop PC
440 E. Broadway, Suite 300
- ◆ **Grants Pass**
Thursday, March 11
Josephine County Courthouse
Room 222
N.W. 6th and “C” Streets
- ◆ **Hood River**
Friday, March 12
Wyers Haskell Davies PC
216 Columbia
- ◆ **Klamath Falls**
Friday, March 12
Boivin Uerlings & Dilaconi PC
803 Main St., Suite 201
- ◆ **LaGrande**
Friday, March 12
Mautz Baum & O’Hanlon LLP
1902 Fourth St.
- ◆ **Medford**
Friday, March 19
Frohnmayr Deatherage
2592 E. Barnett Rd.
- ◆ **Newport**
Friday, March 19
Macpherson Gintner & Diaz
423 North Coast Highway
- ◆ **Pendleton**
Friday, March 19
Mautz Baum & O’Hanlon LLP
101 S.E. Byers Ave.
- ◆ **Redmond**
Friday, March 19
Bryant Emerson & Fitch
888 W. Evergreen
- ◆ **Roseburg**
Thursday, March 11
Douglas County Counsel’s Office
Law Library, Room 319
1036 S.E. Douglas
- ◆ **Salem**
Friday, March 12
The Vandermay Law Firm
2085 Commercial Street NE
- ◆ **Tigard**
Wednesday, March 24
Oregon State Bar Center
16037 S.W. Upper Boones Ferry Rd.
- ◆ **Vale**
Friday, March 12
Butler & Looney PC
292 Main St. S.

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8:00 Registration

9:00 **The Nuts and Bolts of Selecting and Forming the Entity**

- ◆ LLCs versus corporations
- ◆ Tax considerations
- ◆ Capitalization—how much is enough?

Robert LeChevallier, *Buckley LeChevallier PC, Lake Oswego*

9:30 **Drafting the Perfect Buy/Sell Agreement: As Easy as Scaling Mt. Everest**

- ◆ Overview of purpose and types of buy/sell agreements
- ◆ Ethical considerations: whose lawyer are you?
- ◆ Selecting term that meet your clients' current and future needs
- ◆ Estate planning benefits—minimizing succession, valuation, liquidity, and funding issues
- ◆ Tax considerations and benefits of the well-planned buy/sell arrangement

David P. Roy, *Black Helterline LLP, Portland*

10:30 Break

10:45 **Employee Handbooks and Policies**

- ◆ Tips on structure for a good handbook
- ◆ Tips on drafting a good policy and avoiding a bad policy
- ◆ Policies you *must* have
- ◆ Policies you *might* want to have

Andrew Altschul, *Buchanan Angeli Altschul & Sullivan LLP, Portland*

11:30 **Documents Employees Should Sign: Avoiding Liability and Protecting Company Assets**

- ◆ Documents at the hiring stage
- ◆ Non-competition, non-solicitation, confidentiality, and inventions agreements
- ◆ Documenting “at-will” employment
- ◆ Severance agreements and releases

Paul M. Ostroff, *Lane Powell PC, Portland*

12:15 Lunch

(On your own, or you may purchase a plated lunch using the registration form)

1:15 **Leasing Office and Retail Space**

- ◆ What to look for in the lease
- ◆ Special issues in small retail leases
- ◆ Negotiating default and remedies
- ◆ Giving your clients the most help within a tight budget

Dean N. Alterman, *Folawn Alterman & Richardson LLP, Portland*

2:00 **Life Happens—Adding New Owners and Buying Out Retired or Departing Owners**

- ◆ Organization life cycle of a business
- ◆ Why transition occurs
- ◆ Documenting the transaction: the rules
- ◆ Documenting the transaction: the documents

Robert E. Kabacy, *Kell Alterman & Runstein LLP, Portland*

2:45 Break

3:00 **Financing and Capital Structure Considerations**

- ◆ Financing alternatives
- ◆ Capital structure issues
- ◆ Securities law considerations
- ◆ Tips and traps for the growing business

Jacob A. Heth, *Davis Wright Tremaine LLP, Portland*

3:30 **Legal Ethics: When a Business Does Business with its Owners**

- ◆ When lawyers participate in client business deals, including fee arrangements and investing in client securities
- ◆ Advising the entity client when it does business with its own principals
- ◆ Entity versus individual representation

Allison D. Rhodes, *Hinshaw & Culbertson LLP, Portland*

4:30 Adjourn

Section Planner:

◆ Dean N. Alterman, *Folawn Alterman & Richardson LLP, Portland*

OSB CLE Seminars Attorney:

◆ Karen D. Lee, *klee@osbar.org, (503) 431-6382*

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SEMINAR REGISTRATION

PORTLAND

- \$195 OSB Member—Early registration (received before noon, Monday, 11/30/09).... \$ _____
- \$215 OSB Member—Regular registration (received after noon, Monday, 11/30/09) \$ _____
- \$225 Non-OSB Member \$ _____
Business Law Section member discount—subtract \$20..... - _____
- \$0 **2009–2010 Season Ticket** (Please register by noon, Monday, 11/30/09, to guarantee a seat and course materials. Season Ticket registrations received after this time are welcome and will be accommodated on a space-available basis.)..... \$ _____
- \$0 50-year OSB members may attend free of charge \$ _____
- \$0 Oregon judges and their lawyer staff (see below)..... \$ _____
- Registrant is a judge
- Registrant is a lawyer staff member for the following judge
- _____
 Judge (please print)
- _____
 Signature of Judge (required)
- \$25 Lunch Vegetarian \$ _____
- TOTAL REGISTRATION FEES (DOB09) (735)..... \$ _____
 WB

VIDEO REPLAY

(Please see video replay schedule on previous page.)

- Location: _____
- \$195 Registration \$ _____
- \$175 Business Law Section member \$ _____
- \$0 2009–2010 Season Ticket \$ _____
- \$0 50-year OSB members may attend free of charge \$ _____
- \$0 Oregon judges and their lawyer staff (see below)..... \$ _____
- Registrant is a judge
- Registrant is a lawyer staff member for the following judge
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 Judge (please print)
- _____
 Signature of Judge (required)
- TOTAL REGISTRATION FEES (DOB09) (735)..... \$ _____
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SEMINAR PRODUCT ORDERS

Seminar products will be available approximately two weeks after the live program.

- \$215 Audio CDs and course materials & disk (DOB09.KCD) \$ _____
- \$345 DVDs and course materials & disk (DOB09.KDV) \$ _____
- \$85 Course materials & disk (DOB09.KHB)..... \$ _____
 2009–2010 Season Ticket No. _____
 discount—subtract 20% - _____
- Subtotal..... \$ _____
 Shipping and handling fee..... \$ 7.00
 TOTAL ORDER..... \$ _____
 WB

For audiocassette and VHS formats, please call the CLE Service Center at 503-431-6413, or toll-free in Oregon at 1-800-452-8260, ext. 413.

DVD RENTALS

For additional viewers, please call 503-431-6351, or toll-free in Oregon at 1-800-452-8260, ext. 351.

- \$215 DVD rental and course materials & disk (DOB09.KDR) \$ _____
- Subtotal..... \$ _____
- 2009–2010 Season Ticket No. _____
 DVD rental discount—subtract 30% - _____
- Subtotal..... \$ _____
 Shipping and handling fee..... \$ 7.00
 TOTAL ORDER..... \$ _____
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GENERAL INFORMATION

QUESTIONS? Call the CLE Service Center at 503-431-6413, or toll-free in Oregon at 1-800-452-8260, ext. 413. For information about upcoming seminars, please visit the CLE Calendar at www.osbarcle.org.

CANCELLATIONS: Cancellation requests must be received at least 48 hours prior to the start of the seminar to qualify for a refund. Requests are accepted via phone, fax, or mail; please see “Four Ways to Register” for contact information. All cancellations are subject to a \$20 cancellation fee.

TUITION ASSISTANCE: Tuition assistance is available on the basis of financial need. Fax a request stating your financial situation to 503-968-4456 no later than one week before the seminar.

DIETARY RESTRICTIONS OR SPECIAL ACCOMMODATIONS: Call 503-431-6351, or toll-free in Oregon, 1-800-452-8260, ext. 351.

Bar #	Name	

Firm Name		

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Name on Credit Card (please print)	

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Authorized Signature

FOUR WAYS TO REGISTER OR ORDER

Registrations and orders will not be processed without payment.

- ONLINE** at www.osbar.org.
- PHONE:** 503-431-6413, or toll-free in Oregon at 1-800-452-8260, ext. 413
- FAX with VISA or MasterCard number:** 503-968-4456
- MAIL with check:** Oregon State Bar, CLE Registration, P.O. Box 231935, Tigard, OR 97281-1935