

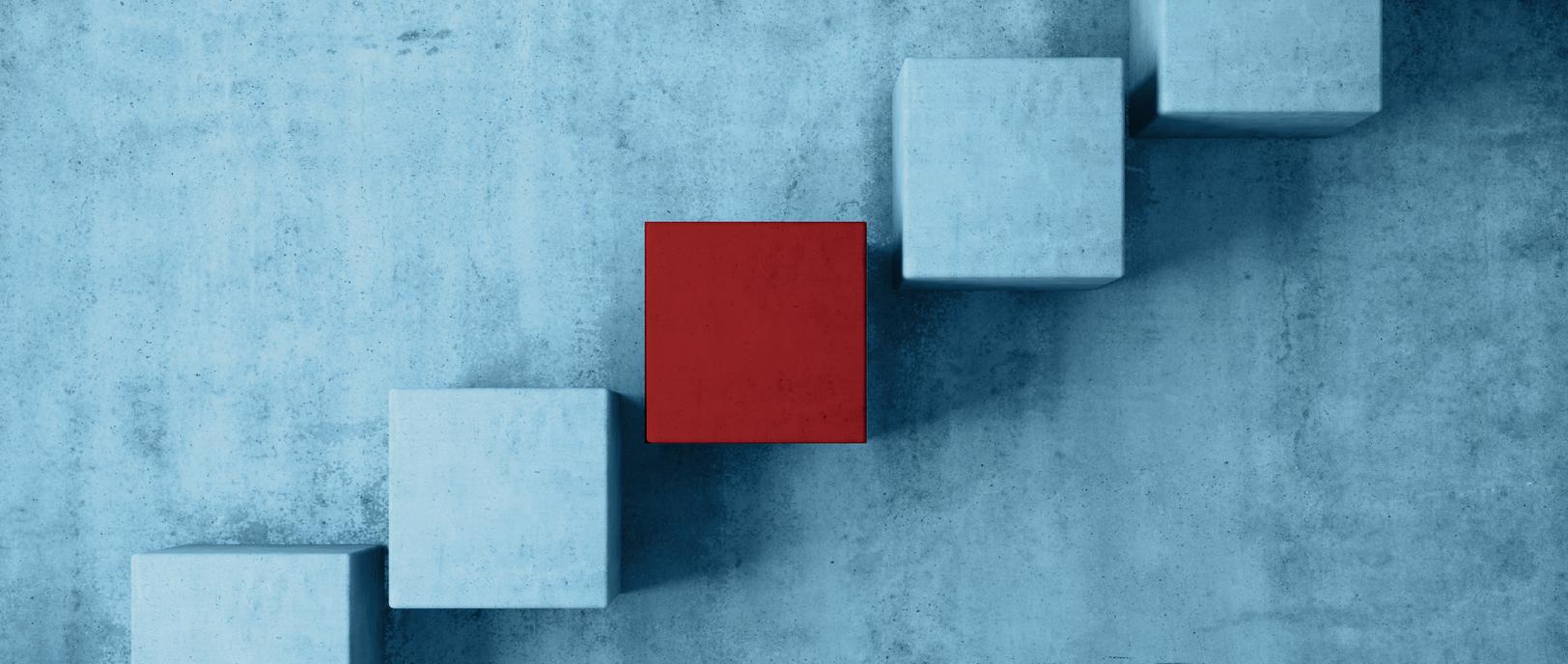
2021

CLIENT LEGAL TRAINING
AND TOPICS

MILLER
CANFIELD

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Our clients tell us time and again that aside from our work on their legal matters, the most valuable service that Miller Canfield provides is education and training. This has never been more true than it has been since March 2020, when the pandemic required our clients to respond rapidly to changes while preparing to recover strong.

We offer custom, timely presentations related to the pandemic, focusing on:

- Labor and Employment Issues
- Cyber and Data Security
- Shutdowns and Business Reopening
- Funding Sources and Audits
- Supply Chain Disruptions
- Contracts and Force Majeure
- Recent Executive Orders: Impact on Employers, Businesses Governments and More

Please contact your Miller Canfield attorney to discuss how we can assist you with the crucial education and training your organization needs, whether related to the pandemic or the next phase of your business and the economy. Miller Canfield is here to help.

Miller Canfield legal education offerings are designed for corporate counsel, business executives and professionals.

LAW SEMINARS AND TRAINING*

» AMERICANS WITH DISABILITIES ACT

In addition to the training referenced in the Employment section, Miller Canfield can provide training in the following areas:

Title II Accessibility and Duty to Accommodate

Public entities have a duty to make their services accessible to all members of the public. Learn how to be prepared for the most common disabilities and how to address requests for accommodation.

Title III Accessibility and Duty to Accommodate

Private companies that serve the public, such as stores, banks, doctors' offices, schools, restaurants and entertainment venues, have a duty to be physically accessible and to make their goods and services available to individuals with disabilities. Learn how to address physical accessibility issues and how to accommodate customers and other members of the public with various disabilities.

Web Accessibility

If you have a public website, it must be accessible to individuals with disabilities. As with all technology, the accessibility requirements are ever-changing. Learn the basics regarding current accessibility requirements and how to make sure you keep up with the legal standards and technology developments.

» ANTITRUST

Antitrust Dos and Don'ts

Training can be tailored to meet the educational needs of your business, and may include discussion of: enforcement of antitrust laws; agreements between competitors; the *per se* rule; price fixing; market division; the rule of reason; restrictions in agreements with customers and suppliers; exclusive dealing and territories; and resale price maintenance.

* Note: We have been able to offer HRCI and CLE credits in the past and are willing to explore the opportunity to offer HRCI credits for in-house training and continuing education.

» ARBITRATION

Customizing Private Arbitrations

Since arbitration is a creature of agreement, the rules are what you make them. You can tailor arbitrator qualifications, pleadings, discovery, trial procedures and the form of the award. This presentation gives you a host of options to customize your dispute resolution agreement.

Arbitration Overview

We offer a description of arbitration, and the laws and treaties affecting domestic and international arbitration. We cover topics such as: drafting the arbitration agreement; defining the scope of arbitration; selecting rules and procedures; compelling arbitration; and enforcing and challenging arbitration awards.

» ATTORNEY-CLIENT PRIVILEGE

Understanding the Law of Attorney-Client Privilege

Attorney-client privilege and the work-product doctrine are paramount to availing yourself of the protections afforded by these often misunderstood principles. Areas of discussion include: avoiding inadvertently waiving privileges; necessary elements and governing standards, practical tips and best practices; exceptions; Sarbanes-Oxley; and issues related to personal mobile devices and communicating by email and social media.



» BANKING

Guaranties—Full Recourse to Non-Recourse

In the context of lending, recourse is the personal liability of a borrower or guarantor. Recourse is considered, and bargained for, over a potentially broad spectrum. Complications can arise in unlimited and continuing liability, specific limited liability carveouts, “springing liability” for the full indebtedness keyed by certain events, and liability that may be reduced over time upon the achievement of credit quality goals or other milestones established by the lender. The goal of this presentation and its extensive manual is to provide a working understanding of credit ramifications and suggestions for setting reasonable expectations. We discuss how to anticipate and avoid disputes in negotiation and loan administration, resolve issues that may arise, and maintain customer and client relationships.

Interest Rate Risk Management—Credit Derivative Fundamentals

This course provides an explanation of credit derivatives used to avoid interest rate risk.

Lender Liability Issues in Loan Origination

As customer relationships and loans become troubled, lender liability claims are more likely to be asserted, and can arise from issues at any stage in the process ... even before an application is issued. This course explores prudent lending behavior that can help prevent liability issues from arising in the first place.

» BANKING (continued)

Legal Opinions in Commercial Lending Transactions

We provide an in-depth review of the best practices related to rendering and reviewing legal opinions in commercial lending transactions. We also provide an extensively annotated “master” form that provides expert guidance and suggestions for addressing thorny issues as well as avoiding inappropriate requests for opinions.

Environmental Issues in Commercial Lending and Borrowing

Properties with environmental issues present unanticipated risks for commercial lenders, as well as challenges in loan enforcement. This course provides an overview of federal and state environmental regulation, purchaser and lender defenses, environmental reviews (BEA, Phase I, II and III), brownfields legislation, environmental insurance, and post-closing management of environmental issues.

Effective Use of Outside Counsel in Commercial Loan Transactions

This presentation addresses the pros and cons of a lender’s engagement of outside counsel in commercial loan transactions, the selection and involvement of outside counsel, the identification of loans which most often require outside counsel involvement, and legal fee quotation, management and collection.

Hot Topics in Commercial Real Estate Loan Documents

This presentation covers recently emerged and emerging issues relating to commercial real estate loans, including, among other topics; successor LIBOR issues; recent updates to the HVCRE regulations; drafting force majeure provisions; how a lender should respond to a borrower invoking force majeure; title insurance for construction loans (including how to reinstate full lien coverage following construction completion; commonly negotiated non-recourse exception triggers in guaranties; best practices for letter of credit provisions; structuring construction loans where construction diligence items cannot be delivered by loan closing; permitted equity transfers and sun set provisions in environmental indemnification provisions.

Fundamentals of Commercial Loan Documentation and Due Diligence

We review the essential steps involved in review of loan party and collateral due diligence items, such as entity authority documents, trust documents, leases, title commitments and surveys, UCC searches and evidence of insurance. We also review the mandatory and recommended elements to standard loan documents, such as loan agreements, promissory notes, guaranties, mortgages, security agreements and subordination agreements. This course contains much of the material used to train new associates in our banking group, thus providing a useful introduction/refresher to credit analysts, loan documentation specialists and new relationship managers.

» **BANKING (continued)**

Ground Lease Financing

This presentation covers what a ground lease is, the key elements that make a ground lease financeable and key loan document provisions for ground lease financing.

» **BANKRUPTCY**

Representing the Corporation When a Customer or Supplier Files for Bankruptcy

We discuss actions that a supplier or other vendor may take to protect its rights when a customer files for bankruptcy.

Navigating Through Liquidation or Bankruptcy

Companies must consider important business and legal consequences during insolvency, liquidation and bankruptcy. While federal bankruptcy laws control events once protection under the Bankruptcy Code has been sought, companies and their officers face liability under state laws for business decisions they may make while guiding their company during economic downturns. We discuss some of the perils you may face before, and during, the bankruptcy process.

Doing Business with Financially Troubled Companies

It may be advantageous for you to continue doing business with financially troubled companies—but it may not be. We discuss some of the issues your company faces when doing daily business with companies before and during their bankruptcy, including how to increase your odds of getting paid, and staying paid, when facing critical vendor and preferential payment challenges.

The Small Business Reorganization Act and Other Recent Changes to Bankruptcy Law

Join our bankruptcy and insolvency attorneys as they offer an overview of the Small Business Reorganization Act and its effect on creditors, reorganization plans, cram-downs, and the ins-and-outs of Chapter 11.

» **CONTRACTS**

Valuing Your Commercial Contract Case

In this online seminar, we discuss the primary factors for evaluating the value of a commercial contract case and strategies for managing client expectations.

Contract Law: Ensuring that You Get What You Want from Your Relationships with Key Stakeholders

Focusing on entrepreneurs, we present the elements of contract formation, the meaning of key terms and the issues that are often the subject of litigation.

Contract Training

This session is designed to educate business leaders on significant traps and risks inherent in contract negotiations. We cover issues including terms and conditions; quotations; purchase orders, acknowledgements and other forms; warranty and indemnification; termination; delivery; and specifications.

» CONTRACTS (continued)

Preserving and Enforcing Non-Competes in Michigan

Non-competition provisions can help employers protect their competitive business interests, provided they are drafted thoughtfully and within the parameters of the law. We discuss what types of non-competes the courts have upheld, how to protect your interests without precluding your employees from earning a living if they leave your company, and how to protect yourself as an employer if the non-compete agreement is challenged.

» CRAFT BEVERAGE LAW

Brewery and Distillery Law

Breweries and distilleries are a rapidly growing sector in Michigan's economy. We discuss the most relevant legal topics impacting craft beverage producers and sellers, including laws governing the industry, the three-tier system and how it affects different businesses in the sector, contracts, intellectual property, valuing your business and more.



» CRIMINAL LAW

Protect Your Company from Federal Criminal Liability

Business lawyers regularly receive client calls concerning sensitive criminal issues. We dive into how you can answer questions like: *An employee has been arrested for work-related conduct. What should I do? What do I do if I think my company has been the victim of a crime? The police have shown up at my office with a search warrant. Now what?* and more.

» CRISIS MANAGEMENT

Handling News Media During a Client's Crisis

During a publicity-generating case, the interested news media can be assertive and persistent in gathering information. This is not the time to reflexively offer "no comment." It's often in a business' best interest to help the media if possible, to ensure that they have the facts they need to properly report the story. We discuss how—and whether—to ethically and effectively develop and convey your message, how to prepare for media questions and interviews, and how to forge relationships with reporters and editors.

Managing—and Surviving—a Crisis

When your company is facing a legal crisis, the way you handle messaging can have a lasting impact on your organization's reputation and long-term health. We discuss who should serve on your crisis communications team and how to identify and communicate with the various audiences you will need to consider: your company's employees and managers, the media, the government, your customers and clients, lenders and creditors, your insurance company, suppliers and competitors.

» CYBERSECURITY

Cryptocurrency: An Investment Risk

Developed especially for investment advisors, registered representatives, and trust officers, we present topics including cybersecurity implications of dealing with cryptocurrency; IRS audit of your IRA and the consequences if they determine that you are not in complete compliance; and the security of cryptocurrency trading platforms.

Class Actions and the Illinois BIPA Laws

Class action lawsuits under BIPA are being filed with increasing frequency against Illinois employers and businesses. These suits claim that identifying individuals using fingerprints, facial recognition, palm prints, iris scans and voice recognition violates BIPA and often seek damages in the tens of millions of dollars. We'll discuss what it means to employers and service providers who use biometric identifiers and facial recognition software.

Privilege and Internal Investigations: Protecting Your need to Know

In this presentation on internal investigations that follow a cybersecurity or product liability incident, topics include: exemplary problems; when internal investigations become litigation liabilities; applicable privileges and guidelines; corporate policies and procedures to set yourself up for success; conducting the investigation; and minimizing the risk of loss of privilege with internal and governmental communications.

Cyber and Data Breaches: Causes and Prevention

We offer instruction on best practices to secure data and prevent data breaches on the front end, including an overview of industry-specific data protection obligations; guidance on common causes of data breaches and solutions that have proven to be effective in reducing the risk of a breach occurrence; and preparing for and responding to a breach incident in a manner that is timely, effective, efficient, protected by privilege, and in accordance with statutory and regulatory obligations.



» DIVERSITY

Moving the Needle: How to Create a Diversity Initiative that Works

Companies are increasingly interested in creating inclusive cultures that support a diverse workforce and leadership. The question is: How? We talk about and provide concrete recommendations as to how you can create actionable, measurable, results-driven initiatives that will foster meaningful and sustainable change.

» E-COMMUNICATION

Issues and Risks of E-Communication

Designed for in-house counsel and IT personnel, we present an overview of issues and risks associated with e-communication. Areas of discussion include: legal risks and IT costs associated with poor e-communication habits; the top 10 e-communication content traps; an overview of existing e-communication policies; discussion of possible new e-communication policies; and retention and deletion policies.

» EMPLOYEE BENEFITS

Knowing your Legal Obligations Now To Avoid Substantial Penalties Later

Missteps in the creation and administration of employee benefits plans can create headaches and considerable expense for employers. We will discuss the ever-changing legal and regulatory landscape of such plans to help you understand your obligations, now and in the coming year.

» EMPLOYMENT ISSUES

Sexual Orientation and Gender Identity Training

In this presentation, we cover state and federal laws governing discrimination on the basis of sexual orientation and gender identity, as well as how the courts have ruled in related discrimination cases. Additionally, we offer practical advice on everyday issues such as restroom access.

Union Avoidance

Supervisors and managers can play a key role in limiting an employer's risk for union activity. We discuss which employers are most at-risk, early warning signs of union activity, how unions organize and how supervisors can promote the kind of positive employee relations that render unions irrelevant in the first place.

Supervisory Training

Supervisors are the front line of defense when it comes to lawsuits, so it is important that they understand how to do their job without violating the law, what to look for to make sure their employees are not violating the law, and what to do when they get a complaint. This training will cover discrimination and harassment, best practices for discipline and discharge, and the basics of the ADA and FMLA so supervisors know when to bring in Human Resources.

Wage and Hour

Fair Labor Standards Act lawsuits against employers are at record highs. We discuss what Department of Labor investigators are looking for, red flags that attract unwanted attention from the Department of Labor, and best practices on how to avoid the most common wage and hour mistakes—and what to do if you have already made them.

Collective Bargaining Strategies and Tips

For labor relations employees engaged in collective bargaining, we will explore best practices, including identifying problem areas, posturing new proposals and responding to union demands.

Bullying and Respect in the Workplace: Taking Your Anti-Harassment Policies and Training to the Next Level

Allegations of workplace bullying, which may include verbal abuse, work interference and various types of threatening behavior, have gained national attention in recent years. Since workplace bullying can negatively impact a company's culture and the morale of its employees, employers should be equipped with the knowledge and tools necessary to not only promote respect in the workplace, but to also ensure the safety of all employees. By attending this session, you will begin to learn how to establish and maintain an anti-bullying environment within your organization.

» EMPLOYMENT ISSUES (continued)

Conducting Lawful and Effective Investigations into Workplace Harassment and Discrimination

The importance of fair and objective investigations cannot be overemphasized. Employers who learn how to conduct relevant, timely and thorough investigations help their companies build solid legal cases. Success in defending lawsuits alleging wrongful discharge, harassment, discrimination, etc. often depends on how employee discipline or allegations of discrimination are handled. This session will cover the key elements of properly handling internal investigations of workplace harassment and discrimination.

Employee Attendance Issues

Everything you need to know about absenteeism policies, attendance incentives, coordinating leaves under the ADA, FMLA, WDCA, LTD, and STD, how to handle part-time employment, what questions you can ask, when you are allowed to require documentation, and what to do about health care and other benefits when employees are on leave.

ADA, FMLA and Workers' Compensation: A Case Study

Miller Canfield offers training on the ADA, the FMLA, and for all leave-related issues, combining the ADA, FMLA, and Workers' Compensation. This training can be tailored to cover the basics for supervisors who just need to know when to call Human Resources, or to provide in-depth analysis, with ample opportunity to work through specific examples, for human resources and benefits administration employees.



Employee Handbooks and Personnel Policies

We cover the nuts and bolts of drafting and revising effective employee handbooks that address the NLRB's position on handbook provisions, issues such as ADA and FMLA, and other essential topics.

It's Time for a Human Resources Audit

Rather than adequate or long-term fixes, companies are often forced to put bandages on human resources issues and hope for the best. An audit will help you proactively identify and prioritize your most pressing labor/employment issues and needs.

Criminal Investigations and Employee Background Checks

Be proactive. Learn how to conduct a background check and what to do if you suspect an employee has committed an on-duty crime or is arrested off-duty. How should an employer respond when victimized by criminal conduct? What should you do when the police knock on your door and demand to interview an employee, serve a search warrant or seize a computer? This seminar provides these answers and other practical tips for dealing with the criminal process and workplace criminal behavior.

Protect Your Competitive Advantage

Will your best and brightest take their expertise, experience and your property knowledge to a competitor if they leave? We discuss steps to consider to prevent the loss of your top talent, your proprietary knowledge and your intellectual property, as well as what to do about the ever-growing threat of industrial espionage via electronic devices.

» EMPLOYMENT ISSUES (continued)

Discipline and Discharge Done Right (For Both Union and Non-Union Employees)

Simple mistakes made when disciplining or discharging employees all too often come back to haunt employers. We discuss when you should discipline and discharge employees, and the background information you need when you do.

Fair Labor Standards Act—The Basics

The FLSA remains one of the most oft-violated statutes. What does it mean to be an hourly employee? What does it mean to be salaried? What are exempt and non-exempt employees? What is the regular rate? When does an employer owe workers overtime, and how is the overtime rate determined? The answers to these and other questions may not be as simple as you think.

Preventing Embezzlement

No employer is immune to embezzlement. We discuss what steps every employer should take to minimize the risks of being victimized, and your options if you are, or suspect you are, victimized by employee embezzlement.

Social Media in the Workplace

This seminar provides an update related to employee use of social media, including the National Labor Relations Act, the NLRB's views on social media, high-profile social media misconduct cases and methods employers are using to tackle this continually changing area.

How to Avoid Papering Over the Cracks: Drafting Tailor-Made Employment and Severance Agreements Right the First Time

All too often, employers are tempted to use employment and severance agreements that have been used with other employees or were found online. In the long run, this can result in a waste of time and money. We will walk you through the risks of using a one-size-fits-all approach and the benefits of customizing agreements to address specific needs and situations.

Electronics in the Workplace: We Can't Live With Them, We Can't Live Without Them

Technological advances give employees the ability to work from anywhere, raising a host of legal issues. How have smartphones complicated the employer-employee relationship? Does an employee violate her non-solicitation agreement when she posts about her new job on Facebook? This session will cover the most important social media, privacy and technology-related legal developments and how they may impact your workplace.



Weapons in the Workplace: Best Practices for Providing a Safer Workplace

This session addresses an employer's authority and obligations to manage weapons in the workplace, how to craft appropriate workplace policies addressing weapons, and best practices for responding to weapons or threats of violence in the workplace.

» EMPLOYMENT ISSUES (continued)

Employee Health and Safety

Today, companies and their managers must carefully manage MIOSHA compliance and workplace health and safety issues or face significant corporate and potentially personal penalties. The failure to properly manage MIOSHA compliance and workplace health and safety issues can cause many problems for a company, including continuing and increased MIOSHA inspections and citations, criminal prosecution of the company and its managers, and damage to a company's brand. We'll discuss the MIOSHA/OSHA structure, MIOSHA inspections and appealing MIOSHA citations.

Leaves of Absence

PMLA, FMLA, ADA: In Michigan, employers are required to provide paid sick time to workers. We'll cover the basics, and offer practical insight into how the state's Paid Medical Leave Act intersects with FMLA and ADA.

Joint Employment in Today's Workplace

The NLRB has made it clear that it would like to limit the definition of joint employment. We'll look at recent developments and how they will impact numerous aspects of employment law.

Hiring Landmines & Best Practices

When it comes to delving into a job candidate's history, it can be hard to know your limits and what you can and cannot do. We talk about issues including "ban-the-box," interviewing, background checks, reference checking and social media research.

Workplace Harassment: Back to Basics

Harassment in the workplace has gained attention in the age of #MeToo. Harassment of any kind can tarnish a company's culture and ruin employee morale, in addition to creating legal issues for employers. We talk about how to promote and maintain a safe, respectful and inclusive workplace.

On an Island: Special Concerns for Small Businesses/HR Departments

Half of all employees in the U.S. work for small businesses, yet sometimes it seems that all the focus is on large employers. We will speak directly to small businesses and HR departments about which laws do, and do not, apply to them, the dangers of multitasking payroll and HR, and how to address investigations and other emergencies with a lean human resources department.

When They're Off The Clock: Marijuana, Drug Testing, Monitoring Off-Duty Conduct, and More...

We will look at how legal recreational marijuana in Michigan has—and has not—changed the workplace. Discussion will include drug policies and testing considerations, as well as the pros and cons of monitoring employees' conduct when they are not at work, on social media and beyond.

Difficult Conversations with Difficult Employees

Every company has problem employees. Join us for a hypothetically driven walkthrough on how to deal with the most persistently problematic employees!

» EMPLOYMENT ISSUES (continued)

Why Every Employer – Union and Non-Union Alike – Needs to Pay Attention to Recent Developments in the NLRB

We will take a look at recent activity and decisions of the National Labor Relations Board and discuss how rule changes may affect your workplace.

Getting Paid: Recent Changes in Employee Compensation

When it comes to employee compensation, the one thing that is constant is change. We'll talk about the DOL's final overtime rule, new opinion letters from the DOL on the FLSA, recent court opinions regarding travel time and break periods, and other changes that might be coming.

» ENVIRONMENTAL

Introduction to Federal Environmental Statutes and their Michigan Counterparts

In each course, we will discuss one of the primary federal environmental statutes, including: the organization of the statute and the underlying federal regulations, the major regulatory programs/approvals authorized by the statute, and the Michigan statute counterpart, if applicable. Programs are offered for the Clean Air Act; Clean Water Act; Resource Conservation and Recovery Act; Comprehensive Environmental Response; Compensation and Liability Act; Toxic Substance Control Act; Endangered Species Act; and National Environmental Policy Act.

Environmental Due Diligence 101

Our environmental attorneys help businesses understand the importance of environmental due diligence and raise their comfort level with topics that include: identifying what environmental issues can affect a property and common risks associated with certain sites; an overview of the major environmental regulations, and defenses for violations; and leveraging environmental due diligence information to manage risk.

Environmental Ethics: How Does Your Ethical Yardstick Measure up Against the Rest of the Environmental Community?

We will discuss the American Bar Association Model Rules of Professional Conduct and the Illinois Rules of Professional Conduct to see how they are similar and different from professional engineering or professional geologist code of ethics. We will explore the various aspects of the attorney consultant relationship including conflict of interest, confidentiality obligations, expert testimony and social networking. Hypothetical and real examples will be used to illustrate the varying and sometimes conflicting rules and obligations that arise during a project.



Serious Environmental Violations: What Next?

It's never something you expect, so if your company finds itself in violation of state environmental regulations, you may be wondering what's next and what to do. We discuss strategies for responding and mitigating additional risk.

» ENVIRONMENTAL (continued)

Beyond the Executive Summary: Using Phase I and Phase II Reports to Overcome Environmental Issues

As if Phase I isn't difficult enough, what do you do if (and when) a Phase II environmental assessment is recommended? We discuss what they should contain and how to use the information in Phase I and Phase II reports to overcome challenges and avoid letting those challenges become deal-killers.

Using Environmental Self-Audits and Voluntary Disclosures to Avoid Serious Enforcement Issues

Learn how periodic environmental self-audits can be used to ensure compliance with environmental laws and regulations, and how voluntary self-disclosures of identified violations to regulatory authorities can be used to mitigate or even avoid penalties for non-compliance.

» ETHICS

A Refresher Course on Ethics for In-House Counsel

One of the challenges regularly faced by in-house counsel is answering the question: Who is the client? We offer practical tips and advice on how to answer that question, as well as topics including conflicts, attorney-client privilege and Work Product Doctrine, document preservation, social media and reporting misconduct.

» FORECLOSURES AND WORKOUTS

How to Maximize Recovery—A Training Session on Commercial Foreclosure Workouts

To maximize your recovery in a commercial real estate workout, sometimes you need to exercise a little creativity. This overview course will introduce you to several ways to extract extra value out of distressed assets, such as waste and carve-out claims, tax appeals, recovering existing accounts and more.

Winning Recourse Suits on Non-Recourse Guarantees

Non-recourse lending used to be limited to the strongest of assets and sponsors. Following the dramatic expansion of CMBS lending and sharp competition faced by today's creditors, non-recourse guarantees have exploded in popularity. Learn how to evaluate potential claims, evade pitfalls, and develop your strategies to effectively recover under these highly-specialized contracts from lawyers at the forefront of guaranty litigation. This knowledge will also leave you better equipped to draft and negotiate these guarantees in the first place.

Assignment of Rents: Public Policy, Litigation Versus Private Enforcement, and Practical Concerns

Controlling a property's cash flow is critical for both recovering value and leveraging ultimate resolutions of distressed assets. But the legal standards and enforcement options vary from state to state; and the practical effect of utilizing them vary from one asset class to another. At this session, intended primarily for special assets groups and others dealing with assets secured by distressed real estate, we will examine how various policies, laws and available remedies affect your strategy.

» FORECLOSURES AND WORKOUTS (continued)

Waste: Claims, Consequences, and Foreclosure

What is “waste” in the commercial real estate lending context, and how does it impact loan enforcement? We will help refine your understanding of this sometimes-evasive concept so that you can better determine whether this fact-driven analysis would steer your distressed asset to a conclusion and generate value.

Seven Guiding Principles for Commercial Real Estate Workouts

Managing a commercial real estate workout is a balancing act. State law and contractual rights set the parameters; but each project is driven by the underlying collateral. Our Seven Guiding Principles for Commercial Real Estate Workouts will help you successfully navigate this morass, while ensuring that legal necessity serves business reality instead of the other way around.

Special Issues with Shopping Mall Workouts

Shopping malls were once jewels in the crown of American retail. Now, many have fallen into distress. Join us for a case study on the workout of one of the oldest malls in the country. Along the way, you will learn about many common pitfalls and difficulties that this unique property type presents when it begins to decline and strategies to aid your recovery.

What’s the Debt? Yield Maintenance, Recovery of Default Interest, Late Charges, and Prepayment Premiums

Debtors’ creativity in seeking to evade loan charges is only matched by creditors’ creativity in structuring them. In this presentation we will walk you through current legal trends in enforcing some of the most common types of charges: default interest, yield maintenance, late fees and prepayment premiums. By showing you how courts examine these charges, we can help you gain insight into how courts might evaluate new loan structures as well.

Receiverships: Legal Basis, Orders, and Sales

States around the nation have been updating receivership standards and policies in recent years. This movement, taking place both in courts and at the legislative level, is changing the receivership landscape. Learn about modern trends, such as whether receivership sales are permitted and insurable, what powers are granted to receivers under the Uniform Commercial Real Estate Receivership Act, and provisions worth incorporating in orders appointing receivers that may not be fully covered by statute.

Special Issues with Hotel Workouts

Not all real estate can be treated equally. Few property types are more unique than the hotel. Part real estate, part operating company, and part franchise, approaching a hotel workout the same way as other distressed situations is unlikely to maximize recovery. Learn what makes these properties unique, where the pitfalls lie, and how to successfully maneuver through this complicated process.



» HEALTH CARE

Integration in Public Health

Current funding procedures in federal and state law for public health systems make it difficult to achieve sustainable integration of behavioral health and physical health at the point of service. However, pilot programs have proven that integration at the point of service is more efficient for both systems and provides better outcomes. This presentation explores some of the challenges to integration and strategies to establish stronger more efficient integrated models for public health services.



» IMMIGRATION

Immigration Overview for HR and Legal Professionals

Employers are having an increasingly difficult time recruiting and hiring highly qualified workers, particularly in STEM fields. We offer an overview for HR and legal professionals, covering visa options for foreign workers including but not limited to: H-1B, L-1, TN and the Green Card process. We examine who, when and how workers can get them, and employers' options to move foreign workers to various locations, as well as how to retain them permanently.

Employment Eligibility Verification and Compliance—I-9 and Beyond: What Employers Need to Know

Hiring foreign workers requires specific documentation and record retention. What do employers need to file, store and retain in the event of an audit? We offer an in-depth review of the I-9 Form and required documents for U.S. and foreign workers, an overview of document retention requirements and Public Access Files, as well as information about best practices to ensure your workplace is compliant.

Reductions in Force—Impact on Foreign Workers and Employer Obligations

When there is a need to cut staff and eliminate jobs, employers must be knowledgeable about requirements for dealing with foreign workers. We discuss employer obligations surrounding bona fide termination of H-1B workers; Department of Labor complaints, audits and investigations of discrimination issues; severance packages, authorized stay and work authorization; Public Access File retention obligations related to I-9 forms; the interruption of the Green Card process; and other options for retention.

Educating Foreign Nationals on Unique American Criminal Sanctions

This presentation can be presented to the employer or directly to the foreign national employee. Areas of discussion include: differences in American and foreign criminal law, and proper response if a foreign national is investigated or accused of a crime.

Immigration Update

You're invited to join us for an update on immigration policies. The discussion will include I-9 compliance/worksite enforcement readiness, proposed changes to the employment-based preference categories under the Department of State Visa Bulletin, navigating today's complex immigration landscape, recent trends and hot topics, and more.

» INTELLECTUAL PROPERTY

Trade Secrets: Identifying and Protecting What Could Be Your Most Valuable Assets

A company's trade secrets can be among its most valuable assets. This course will cover best practices to help ensure that this asset is adequately protected and maintains its value.

The New Business Integrity Challenge: Protecting Corporate Assets and the Brand in a Digitized Global Environment

In an increasingly digitized, global business environment—with supply chains, emerging technology, and strategic growth opportunities tightening the interconnection of businesses and markets and cyber-attacks growing more sophisticated and persistent every day—companies are more vulnerable than ever to fraud, misconduct and compliance risk. We delve into these critical issues to discuss how to protect your corporate brand and ensure overall compliance.



Choosing, Building and Protecting Your Brand

A business' brand defines it in the market and allows consumers to identify products associated with the business. As such, in today's competitive marketplace, businesses must carefully choose which brands to develop and how to protect those brands from competitors. This presentation discusses some of the challenges that businesses are likely to face when initially choosing a brand, and later protecting that brand.

Trademarks and Advertising Best Practices

We cover the proper use of trademarks, advertising and false advertising and best practices to ensure your advertising is factual and accurate.

Trademark/Copyright Law: Focus on Protecting Software IP

We will discuss issues that arise when considering trademark and copyright protection for your software, including: what is and is not protectable under copyright and trademark law; the nuts and bolts of registration for software trademarks and copyrights; and benefits and potential risks of trademark and copyright registration for software owners.

Protecting Trademarks in the U.S. and Abroad

Trademarks identify the source of goods and allow you to protect the integrity of your brand. We discuss the differences between trademarks, patents, copyrights and trade secrets, counterfeiting prevention, how trademark rights are lost, and the basics about U.S. and foreign registration.

Protecting your Competitive Edge: Intellectual Property 101

We cover four types of IP protection—patent, trade secret, trademark/service mark, and copyright—exploring why each is important, how they are attained and the laws that impact them.

» INTERNATIONAL LAW

Navigating Dispute Resolution in North American and the Asia Pacific Region: Do We Use the Same Ship?

Should a contract between you and a Chinese company require that disputes be resolved by way of litigation or by way of arbitration? Where, and under what law? We offer information to help answer those questions and more.

Understanding the Laws of Our Northern Neighbors

Areas of discussion include: cross-border insolvencies and restructuring; applications under the Companies' Creditors Arrangement Act and Bankruptcy and Insolvency Act; supply protection agreements, accommodation agreements and access agreements; mergers and acquisitions; corporate finance and secured transactions; corporate governance and compliance; real estate acquisitions; customs and import/export; immigration; and labor, employment and workers' compensation.



Enforcement of Foreign Judgments

The U.S. has not ratified any treaty or convention that requires recognition or enforcement of foreign judgments. Recognition and enforcement of foreign judgments typically is regulated on a state-by-state basis. We offer a summary of the different state-law approaches to the recognition and enforcement of foreign judgments.

Export Controls: ITAR and EAR Compliance Training

Gain knowledge, or increase your expertise, in the areas of International Traffic in Arms Regulations (ITAR) and Export Administration Regulations (EAR). If you are engaging in or considering engaging in military/defense activities, or have dual-use products that are export-controlled, it is essential to understand the compliance risk that accompanies these activities. This program will discuss best practices for export controls.

The European General Data Protection Regulation ("GDPR") and Its Impact on US Companies

This presentation is focused on the main requirements set forth by the GDPR, practical aspects of compliance, as well as situations where the GDPR applies to U.S. companies.

Basics of Importing

Companies that import goods into the U.S. must comply with numerous laws and regulations governing the import process. This informational seminar will provide you with a detailed understanding of how to import goods efficiently and effectively, covering the basics of importing goods into the U.S., the fundamentals of Harmonized Tariff Schedule classification, as well as the regulatory framework of Customs and Border Protection and its partner agencies. The seminar concludes with a summary of best practices to prevent additional costs to you and your supply chain while avoiding potential fines and penalties.

» INTERNATIONAL LAW (continued)

Basics of Exporting

U.S. export regulations cover a broad range of activities from the export and re-export of goods and certain services, to the sharing of technical information with non-U.S. persons that may include non-U.S. persons in the U.S. on work visa. For those responsible for export compliance, this seminar will provide a foundational understanding of the most important things you need to know for successful export compliance, touching upon controls arising under the ITAR, EAR and OFAC. You will also learn of valuable compliance tools and referential resources available to assist your company as its exports grow.

» INVESTIGATIONS

Advising Corporate Clients on Government Investigations

If you're the subject of a government investigation, you need to know how to respond and interact with agency officials. We offer tips on how to make sure you are in the best position to avoid or navigate criminal charges or derivative civil suits.

Internal Investigations

The importance of fair and objective investigations cannot be overemphasized. We discuss how employers can conduct relevant, timely and thorough investigations to help build solid legal cases.

» LITIGATION

How to Develop a Winning Theory of the Case

Developing a winning theory of the case is the single most important step in preparing and trying a case. We discuss how a winning theory drives everything a lawyer does, from pleadings, discovery and motions all the way through a trial.

How to Prepare Your Client to Testify at Trial

When a witness takes the stand, a case can turn on even one misstated answer to opposing counsel's questions. We discuss how to calmly and effectively prepare your witnesses to offer testimony for the best possible outcome at trial.

Using Friend of the Court Briefs to Protect Your Organization

Filing a well-written and persuasive amicus brief is a highly effective way to ensure that the Michigan Supreme Court considers your perspective on important issues before it resolves important, precedent-setting legal questions. We explain how you can use amicus briefs to offer your voice to the Michigan Supreme Court's decision-making process.

Where are We Going to Fight? Jurisdiction and Venue Considerations

Recent decisions from the United States Supreme Court, and from the lower federal and state courts, have made the issues of jurisdiction and venue more tricky than ever. Whether filing an initial lawsuit, moving to transfer, or removing a state lawsuit to the federal courts, seemingly routine decisions made at the time of filing or within the first few weeks of service can have a critical strategic impact on the ability to successfully prosecute, or defend, your case. We discuss the choices you need to make now, before you realize they have been made for you by your opponent.

» LITIGATION (continued)

How to Get Your Social Media, Email and Text Evidence Admitted (and Keep Them Out)

With all of the changes surrounding social media and email, it's critical to get up to speed on the latest rules, procedures and case law. This cutting-edge course will walk you through state processes, procedures and the latest case law while equipping you with handy how-tos, sample screenshots and real-world examples.

E-Discovery Basics

Designed for in-house counsel, human resource professionals, IT professionals, and CFOs. The Federal and Michigan Court Rules mandate that organizations take certain steps related to e-discovery issues. Areas of discussion include: an overview of the new e-discovery rules; a comparison of the federal and state rules; what companies must know about preservation of evidence; how to follow the rules and engage in e-discovery; document management and what vendors can do to help; and resources to assist without purchasing expensive software or servers.

Acts of God and Other Contract Defenses in Pandemics: What do the Courts Say?

The COVID-19 pandemic is like nothing we have seen in our lifetimes. But when it comes to legal challenges, the courts through prior decisions offer hints at how issues such as contract enforceability, force majeure, acts of God, impracticability/impossibility of performance, and economic duress/coercion may be treated in legal disputes during these challenging times. We take a look at these prior court decisions across the country related to economic disruptions, disasters, hurricanes, floods and the Spanish flu pandemic to better understand possible contract enforceability in various jurisdictions.

» PERSONAL SERVICES

Don't Blow Up Your Business: Legal Aspects and Documents for Business Transition

Considerations business owners should address when selling their business to a third-party or transitioning it to minority owners, employees or family members. We also discuss the legal documents and agreements, and the necessary provisions to protect the parties, that need to be considered.

OMG! What Has the Department of Labor Done to Me Now—How RIAs Can Survive (or Thrive) Under the DOL's New Fiduciary Standards

Registered Investment Advisors have obligations to their clients as a result of the Department of Labor's rules affecting retirement accounts. RIAs need to understand those rules, how to implement them, and why the rules may give an RIA an advantage in obtaining new clients with retirement accounts.

Estate Planning: Privately Held Businesses

This course will review estate planning issues specific to owners of closely held businesses. Additionally, we will review mechanisms of corporate structure, buy-sell agreements, reorganization techniques, as well as traditional estate planning documents. Areas of discussion include: wills and trusts; powers of attorney and proxies; voting and irrevocable trusts; and GRATS (Grantor Retained Annuity Trusts). We will also examine a variety of charitable giving vehicles that may be appealing to business owners contemplating selling their business.

» PERSONAL SERVICES (continued)

So Your Child is 18. Now What?

This session is designed for parents of high school students who are about to turn 18. Ready or not, they are legally responsible for their choices and actions. Areas of discussion include: the legal realities of having a student who turns 18, and how they affect medical care, treatment decisions, privacy laws, and more; the legal responsibilities of parents for the actions of their teen; the difference between a student being treated as a minor or as an adult in the eyes of the law; and the responsibilities of a parent hosting a party with minors attending, including the legal and financial consequences of permitting underage drinking.

Choosing a Trustee: A Critical Part of an Estate Plan

We cover a variety of estate planning topics, including the responsibilities of a trustee, advantages and disadvantages of the available trustee options, co-trustees, and trust protectors.

Estate Planning Basics for Your Employees

We offer a primer for those interested in learning more about estate planning, including how to organize your affairs to make things easier for families and loved ones in the event of an incapacity or death. We cover basic documents such as wills, trusts, financial powers of attorney and medical powers of attorney and will discuss common mistakes in titling assets and designating beneficiaries.

Estate Planning Basics for Your Non-U.S. Citizen Employees

In this session, we help employers and their permanent legal resident employees understand what estate planning documents are needed in the U.S., including wills, trusts, financial powers of attorney and medical powers of attorney and why. We also discuss special rules that apply to non-U.S. citizens, the importance of how property is titled and beneficiary designations.

Is Your Estate Plan SECURE-ready?

The SECURE Act became effective on January 1, 2020, and brought with it a host of changes that impact every American with assets invested in a retirement plan. It changes how you make contributions to your retirement plans, how you make withdrawals from it, and how you will pass it on to your loved ones when you die. In short, pre-SECURE estate planning may not be so secure anymore. Americans everywhere should take the time to understand what has changed and to discover whether or not their estate plan is SECURE-ready.

» PRO BONO

Making a Difference: Creating or Enhancing Your In-House Pro Bono Programs

There are numerous pro bono opportunities particularly suited to in-house counsel's skills and attributes. But finding the right fit for your department takes time and expertise. Our pro bono counsel will help you put together an effective structure for administering a successful pro bono program. This course will focus on how to find fulfilling and manageable pro bono matters and establish essential partnerships with legal service providers. In addition, we will address the unique yet manageable ethical concerns that in-house attorneys face.

» PRODUCT LIABILITY

What Every Manufacturer Needs to Know

This session offers an essential overview of the basics of product liability law, contract vs. tort law and discovery/regulatory obligations. We allow time for company-specific applications and questions.



» PUBLIC FINANCE

Do You Have a Bolt Problem?

This presentation explains the legal standard for determining whether municipal fees are susceptible to being challenged as unlawful taxes that must be refunded. It also reviews a variety of municipal fee arrangements and funding mechanisms that have been challenged by plaintiffs and could be problematic under Michigan law.

Hot Topics in the Municipal World

Tailored especially for investment advisors, registered representatives, and trust officers, we discuss an overview of emerging issues governmental borrowers are facing, and our perspectives on market trends and legal issues that may be relevant to you, particularly tax and securities issues.

» REAL ESTATE

Economic Revitalization Through Brownfields

Does your community have an abandoned building, gas station, or other potentially contaminated or reuse-challenged property, commonly referred to as a “brownfield?” Is this property or properties holding back your community’s growth? Is the private sector ignoring these sites or are you looking for sources of funding to help turn them into new businesses or community amenities? This workshop will focus on the various resources available to assist with the redevelopment of brownfield and underutilized sites to bring them back to beneficial use.

Title Insurance

This course provides an explanation of the forms, benefits and limitations of title insurance and title endorsements, and a discussion of issues commonly presented in the title review process.

Environmental Issues in Commercial Lending and Borrowing

Properties with environmental issues present unanticipated risks for commercial lenders, as well as challenges in connection with loan enforcement. This course provides an overview of federal and state environmental regulation, purchaser and lender defenses, environmental reviews (BEA, Phase I, II and III), “brownfields” legislation, environmental insurance, and post-closing management of environmental issues.

Condominium and Planned Unit Development Fundamentals

We provide an overview of the unique nature of both condominiums and planned unit developments, focusing on the special issues applicable to both types of development.

» REAL ESTATE (continued)

Surveys: Fundamentals and Review

This course offers instruction regarding the importance of surveys in the title and survey review process, including discussion of ALTA-ASCM surveys (a/k/a ALTA surveys), Minimum Standard Detail and applicable Table A Requirements and the differences between "as built" and boundary or mortgage surveys, site plans and plats. Commonly encountered issues are discussed in the context of due diligence best practices.

Commercial Leases, Estoppels and SNDAs—Lender and Borrower Issues

In this workshop, we identify, from the perspective of both lender and borrower, key underwriting issues (tenancy, lease term, rent, escalations, pass-throughs, renewals, TI allowances, insurance requirements, casualty rebuild and rent abatement, etc.), as well as potentially undesirable lease provisions, such as termination rights, go-dark provisions, problematic exclusives, purchase options, co-tenancy provisions, etc. Topics include: triple net leases, "go dark" rights, co-tenancy provisions, tenant bankruptcy and more.

Mineral and Water Rights

Focusing on mineral rights and related surface rights, we offer the basics on sub-surface rights and severed rights, deed exceptions, reservations, grants and leases giving rise to those rights and related royalty agreements.

Organizational Documents Fundamentals

We provide a review of various concepts related to entities, organizational documents and related public records searches. Instruction is directed at distinguishing key features of each entity type, identifying related documents and outlining key concerns associated with entity due diligence and public records searches.

» TAX

Federal Income Tax Credit for Research Expenses for Automotive Suppliers

IRS examinations of tax credits for research expenditures are inconsistent from taxpayer to taxpayer. Where the credit is in dispute, the IRS continues its practice of compelling a taxpayer to prove entitlement by providing significant detail both on the nature of the research activities performed and the costs incurred to perform them. A taxpayer that finds itself in these circumstances should provide responses modeled as if the matter were in litigation.

Qualified Opportunity Zones

We cover recent developments in tax reform and infrastructure and offer information on Qualified Opportunity Zone Funds, such as deferring taxation on investment gains and Qualified Opportunity Zone Fund investment requirements.