



FINAL PROGRAM

IFA LEGAL SYMPOSIUM

MAY 5-7, 2019 | WASHINGTON, DC

Thank you to the 2019 Legal Symposium Task Force

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COMPLIMENTARY WIFI

Network Name: Legal2019
Password: Polsinelli



Don't forget to download and login to the 2019 Legal Symposium mobile app! Visit the App Store or Google Play and search "IFA Meetings."



You will earn **300 Education Credits and 100 Participation Credits** towards the completion of the Certified Franchise Executive accreditation by attending this year's Legal Symposium. Contact Rose DuPont at rdupont@franchise.org for more information.

For **CLE credits**, please visit our Registration Desk starting Tuesday afternoon to complete the appropriate forms.



35TH ANNUAL IBA/IFA JOINT CONFERENCE

MAY 7-8, 2019 • JW MARRIOTT • WASHINGTON, DC

If you are interested in international franchise law, stay an extra day and attend the 35th Annual IBA/IFA Joint Conference. Visit our Registration Desk for more information.

IFA LEGAL SYMPOSIUM

MAY 5-7, 2019 | WASHINGTON, DC

THANK YOU TO OUR SPONSORS:



EVENT SCHEDULE

SUNDAY, MAY 5

- 3:00 pm – 7:00 pm** **Registration Desk Open**
Grand Foyer
- 5:30 pm – 7:00 pm** **Welcome Reception**
Capitol & Grand Foyers
- 7:30 pm – 9:30 pm** **Speakers' Networking Dinner (By Invitation Only)**
Joe's Seafood, Prime Steak & Stone Crab
750 15th St. NW

MONDAY, MAY 6

- 8:00 am – 6:00 pm** **Registration Desk Open**
Grand Foyer
- 8:00 am – 8:30 am** **Continental Breakfast**
Grand Foyer

8:30 AM – 10:15 AM **Welcome & General Session** *Grand Ballroom – Salons I – III*

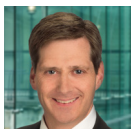


Welcome:

Stuart Hershman, Partner, DLA Piper LLP (US); Chair, Legal Symposium Task Force

IFA Headlines the Franchise News that Matters Most to You

As a fast moving and provocative alternative to your normal legal news, this opening session will give you a 360 degree overview of the latest topics, developments and trends in franchise and distribution law, setting the stage for the remainder of the Symposium which follows. Inside franchising, our well-sourced beat reporters will provide you highlights and updates on the legal news drivers and legislative development/initiatives of the day, as well as preview several of the breakout sessions to follow that will allow you to dive deeper into those topics. From privacy and data security/GDPR to anti-poaching developments; from blockchain technology (including smart contracting) to delivery service and aggregators; and from new revenue recognition guidance in FASB ASC Topic 606 to the distribution of legal marijuana – we'll cover the franchise legal issues that matter most to you.



Moderator: Leonard MacPhee, Shareholder, Polsinelli; Vice Chair, Legal Symposium Task Force

Speakers: Bruce Brown, Vice President, Associate General Counsel, Darden Restaurants; **Darryl Marsch**, SVP, General Counsel & Secretary, Wingstop Restaurants; **Cynthia Parres**,

General Counsel, Risk and Compliance Officer, Houlihan's Restaurant Group

10:15 am – 10:30 am

Refreshment Break

Grand Foyer

10:30 am – 11:45 am Concurrent Sessions

Digital Transformation in a Franchise System: Keeping Up with The Technology Race Within the Bounds of Existing Agreements

Cannon/Hart/Russell

This session will cover the need to adopt a change mindset system wide and strategies to achieve that change mindset; challenges encountered with evaluating alternative technologies and how to overcome those challenges; negotiating and administering complex technology vendor transactions, including remedies for failure to satisfy service level requirements and strategies for allocating risk for implications of data breach and other privacy issues; and implementing technology system changes with as little disruption to the business as possible.

Speakers: **Tanya Morrison**, Vice President & General Counsel, Home Instead Senior Care; **Ashley Williams, CFE**, General Counsel, The MAIDS International, Inc.; **Charlene Wilson**, Assistant General Counsel, H&R Block, Inc.

Food Delivery Service Issues

Capitol Ballroom – Salon D

Consumers have embraced the convenience and on-demand nature of third-party delivery apps or “aggregators” such as UberEats, DoorDash, SkipTheDishes and GrubHub. This Amazon-like shift in how consumers interact with the QSR and fast-casual food industry creates business opportunities and legal challenges for franchisors and franchisees.

- How do you select the right aggregator(s) for your system?
- What should the franchisor be negotiating with the aggregator for in the master services agreement and franchisee participation agreements?
- What changes need to be made to standard franchise agreements?
- Who should pay the aggregator’s commission fees (upwards to 30% of the order fee)?
- How does it impact fundamental contract terms such as territorial rights, gross sales and royalty payments?
- Should franchisee participation be voluntary or mandatory?
- Is there still a place for in-house delivery programs?
- Potential long-term impact on real estate needs of franchised and company units.

Speakers: **Don Fox**, CEO, Firehouse Subs; **Andraya Frith**, Partner, Franchise & Distribution, Osler, Hoskin & Harcourt; **Lindsay Morgan**, Associate, Greenberg Traurig, LLP

Just How Far Can a Franchisor Go? Ensuring System-Wide Compliance with Price Promotions

Dirksen

- Now that vertical resale price maintenance is no longer per se unlawful, can franchisors agree to fix prices with franchisees? Should they?
- Are there less risky alternatives—such as merely suggesting resale prices, restricting price advertising by franchisees and using non-price vertical restraints to discourage discounting?
- How should franchisors handle compliance with special price promotions and restrictions on maximum resale prices?
- What can franchisors do to minimize their exposure to litigation related to franchise system pricing programs?

Moderator: **Michael Sturm**, Principal, Gray Plant Mooty

Speakers: **Elizabeth Haas**, Partner, Foley & Lardner LLP; **Joseph Lewis**, President & CEO, Painting with a Twist, LLC

Navigating the Changing Privacy and Data Security Landscape

Capitol Ballroom – Salon E

Franchisors and their franchisees collect tons of data. While data creates new opportunities, the news of data breaches and privacy violations have made clear the dangers of holding so much data. As a result, nations and states have sought to codify new rules and standards. The European Union General Data Protection Regulation (GDPR) has recently come into effect, which caused many franchisors to revisit their own data and privacy policies and standards. U.S federal rules apply to specific sectors or types of data, while state laws may apply more broadly to businesses generally. This session will explore the emerging rules and best practices regarding data protection and privacy including:

- What are the key principles and rights underlying data protection and privacy laws and regulations?
- What is the GDPR and how can it affect franchise systems, even in the U.S.?
- Exploring the myriad of federal and state laws and regulations affecting data protection and privacy.
- What are a franchisor's social responsibilities – i.e. maintaining your goodwill with customers and the public?
- What a franchisor can do to limit or mitigate its potential exposure.

Moderator: David Allsman, Partner, FisherZucker LLC

Speakers: Shawn Clark, Chief Information Officer, Paul Davis Restoration; Linda Emery, Partner, Quarles & Brady; Elizabeth Simpson, Regulatory Counsel, Home Instead Senior Care

Service Brands - You're Not Selling Burgers

Capitol Ballroom – Salon F

This session will discuss best practices for tackling the unique challenges faced by service brand franchisors. Areas of discussion include:

- Protecting and maintaining customer relationships.
- Nationwide and multi-territory customers.
- Territory transfers and resales.
- Service in unsold territories.

Speakers: Grayson Brown, Executive Vice President & General Counsel, Neighborly; Kerry Bundy, CFE, Partner, Faegre Baker Daniels LLP; Ken Hutcheson, CFE, President, U.S. Lawns; Robert Rose, In-House Counsel, Dale Carnegie & Associates, Inc.

What is the Blockchain and Why it is Critical to the Future of Your Domestic and International Business?

Grand Ballroom – Salon IV

Blockchain technology has had a significant impact on commercial contracting, especially in supply networks where trust and verification are essential components of the relationship. It has improved the ability of supply chains to facilitate payment as well as trace and track goods throughout a supply network. Its use is evolving and expanding in a variety of industries.

- What is blockchain technology and how has it functioned and/or impacted businesses?
- What are its applications in different industries and in franchising in particular?
- How has blockchain impacted traditional principles of contract law as well as privacy, intellectual property, confidentiality and governing law or even due diligence in transactions?
- What is the future of blockchain?

Speakers: Joyce Mazero, Shareholder, Polsinelli; Daniel McAvoy, Partner, Nixon Peabody; Richard Smith, Partner, Wiley Rein LLP

Basics Track: Registration and Disclosure

Capitol Ballroom – Salon G

To sell franchises in the United States, franchisors must comply with applicable federal and state franchise registration and disclosure requirements. This session will introduce you to the basics of registration and disclosure regulation and best practices for compliance. The following topics will be covered:

- What are the federal and state laws that regulate the offer and sale of franchises?
- What information must be included in the Franchise Disclosure Document (FDD)?
- What are the timing and delivery requirements for the FDD?
- Which states require registration of the FDD? What is the registration process?
- What exemptions exist for registration and disclosure under federal and state law?
- What are the requirements for amending and renewing the FDD?
- What are some best practices for making disclosure and obtaining state registrations?

Moderator: **Yasmin Mehra**, Vice President & Senior Counsel, Marriott International, Inc.

Speakers: **Stephanie Russ**, Of Counsel, Baker & McKenzie, LLP; **Max Schott, CFE**, Principal, Gray Plant Mooty

12:00 pm – 1:30 pm **Boxed Luncheon & Roundtables**

Grand Ballroom – Salons I – III

Our roundtables provide a unique opportunity for you to sit down with your peers to share tips, challenges, solutions and best practices on a wide-range of franchise law and business topics.

To find a particular topic, please look for signs on each table with the table's numbers and topics. You will get a chance to participate in two roundtables during this session.

Business

1. Dealing with Supplier Insolvency and Bankruptcy
Facilitator: **Jason Binford**, Partner, Financial Restructuring and Reorganization, Foley & Lardner
2. The Use of RFPs in Evaluating and Retaining Outside Counsel
Facilitator: **Michael R. Brodarick**, General Counsel, PuroClean, Inc.
3. What Qualities Does the Ideal Outside Legal Counsel Possess?
Facilitator: **Bethany Appleby**, Chief Legal Officer, Subway Restaurants
4. Exit Strategies
Facilitator: **Michael Einbinder**, Partner, Einbinder & Dunn LLP
5. Mitigating Risks Relating to Joint Employer Issues
Facilitator: **Heather Carson Perkins**, Partner, Faegre Baker Daniels LLP
6. Non-traditional Site Deals
Facilitator: **Gary Batenhorst, CFE**, Partner, Cline Williams Wright Johnson & Oldfather
7. Using Technology to Collaborate and Track Cross Departmental Projects
Facilitator: **Stephanie Doan**, General Counsel, The Johnny Rockets Group, Inc
8. Can Too Much Negotiation of Your Franchise Agreement Cause Problems to the System?
Facilitator: **Joseph Dunn, CFE**, Partner, FisherZucker, LLC

Relationship

9. Navigating Through Franchisee Bankruptcies
Facilitator: **Eric Goldstein**, Partner, Shipman & Goodwin LLP
10. Enforcing and Administering Minimum Advertised Price Policies
Facilitator: **Christina Fugate**, Partner, Ice Miller, LLP
11. Effective Strategies to Oversee Franchisees without Creating a Burden
Facilitator: **Ben Mitchell**, Attorney, Butler Snow LLP
12. Independent Franchisee Associations: Good, Bad or Ugly?
Facilitator: **Justin Klein**, Partner, Marks & Klein, LLP
13. State Law Developments in Franchisor/Franchisee Relationships
Facilitator: **John Streelman**, Partner, Nelson, Mullins, Riley & Scarborough LLP

14. Enforcing System Standards and Defaults
Facilitator: Dale Cohen, Partner, Kaufmann, Gildin & Robbins LLP
15. When the Government Comes Knocking – Whose Issus is It: Franchisor, Franchisee, or Both?
Facilitator: John Bender, Attorney, Ryan, Swanson & Cleveland, PLLC
16. Non-Solicitation/Anti-poaching Clauses—In or Out?
Facilitator: Justin Sallis, Attorney, Gray Plant Mooty
17. Drafting and Enforcing Post Termination Buy-back Rights
Facilitator: Sam Wieczorek, Attorney, Cheng Cohen LLC

Litigation

18. Effective Strategies and Considerations in Pursuing Liquidated Damages and/or Loss Future Royalties in Termination Cases
Facilitator: Aaron Van Nostrand, Of Counsel, Greenberg Traurig, LLP
19. Managing Effective Terminations
Facilitator: Kevin Shelley, Partner, Kaufmann Gildin & Robbins LLP
20. Pros and Cons of Arbitration vs Litigation
Facilitator: Benjamin Reed, Partner, Plave Koch PLC
21. Fraud and Misrepresentation Claims Based on FDD Disclosures
Facilitator: Jennifer Lloyd, Attorney, Howard & Howard Attorneys PLLC
22. Encroachment Issues in Franchising
Facilitator: Nina Greene, Partner, Genovese Joblove & Battista, P.A.
23. Bringing and Defending Franchisee Collective Arbitrations
Facilitator: Jeff Wolf, Partner, Quarles & Brady
24. Bringing and Defending Direct and Vicarious Franchisor TCPA Claims
Facilitator: Mark Leitner, Founding Partner, Laffey, Leitner & Goode, LLC
25. Claims under the Federal Trade Secrets Act
Facilitator: Alexander Tuneski, CFE, Of Counsel, DLA Piper LLP (US)

Transactional

26. Mergers and Acquisitions: Pricing, Negotiating and Conducting Due Diligence
Facilitator: Lucie Guyot, Of Counsel, Faegre Baker Daniels, LLP
27. Special Considerations in Private Equity Acquisitions of Multi-unit Franchise
Facilitator: Dominic Mochrie, Partner, Franchise & Distribution, Osler, Hoskin & Harcourt LLP
28. Private Equity Franchise System Acquisitions- Diligence and Deal Points
Facilitator: Evan Colbert, Associate Counsel & Director, Legal Services, WellBiz Brands, Inc.
29. Buying Back Franchise Businesses
Facilitator: Jeffrey Brimer, CFE, Principal, Alexius Solutions, LLC
30. Implementing System-Wide Programs/Changes without Contractual Requirement
Facilitator: Alice Kelly, Partner, Ice Miller LLP

International

31. Key Negotiation Topics in Development Deals Involving Sophisticated Private Equity Franchisees
Facilitator: Andrae Marrocco, CFE, Partner, McMillan LLP
32. International Arbitration
Facilitator: Craig Tractenberg, Partner, Fox Rothschild LLP
33. Master Franchisor Default Issues and Ramifications
Facilitator: Terrence Dunn, Partner, Einbinder & Dunn LLP
34. International Subfranchising Pros and Pitfalls
Facilitator: Stewart Germann, Principal, Stewart Germann Law Office

Franchisee Litigation Perspective

Capitol Ballroom – Salon D

A Practical Guide to Franchise Litigation: Considerations for franchisee lawyers from the new case walking in the door through closing argument. In this session, you will hear war stories from experienced counsel who will regale you with tips and tools of the trade to address:

- The myriad of claims and defenses commonly raised by franchisees and franchisors.
- The proactive measures that franchisors and franchisees can take to avoid disputes and potential litigation.
- Their perspective in analyzing the strengths of these claims, tailoring a plan of action, which may include alternatives to litigation and real-world strategies to prove claims at trial.

Moderator: **David Kaufmann**, Senior Partner, Kaufmann Gildin & Robbins LLP

Speakers: **Carmen Caruso**, Principal, Carmen D. Caruso Law Firm; **Robert Zarco**, Partner, Zarco, Einhorn, Salkowski & Brito, P.A.

How to Best Avoid or Defend an ADA Drive-By Lawsuit

Capitol Ballroom – Salon E

- Franchisor and franchisee liability under the ADA and relevant state laws.
- Typical characteristics, demands and legal issues in “drive-by” and “surf-by” lawsuits.
- Hot issues in today’s virtual and physical barrier cases.
- Best practices for avoiding, mitigating and allocating risk to serial ADA claims.
- Strategies for resolving serial ADA claims, from negotiated resolutions to discovery, expert witnesses and trial.

Speakers: **Eunice Nakamura**, Managing Counsel, G6 Hospitality LLC; **Jonathan Perlman**, Shareholder, Genovese Joblove & Battista, P.A.; **R. Henry Pfitzenreuter**, Attorney, Larkin Hoffman Daly & Lindgren

Legal Ethics in Counseling Franchise Systems in Crisis*

Capitol Ballroom – Salon F

Franchise systems may face a variety of crisis situations, which may unfold in the public eye or as private internal matters. Attorneys counseling the participants, including franchisors, company executives, franchisees and associations, will need to be alert to and navigate the legal ethical concerns. Ethical considerations to be discussed include:

- Identifying the client and scope of the representation: As organizations, many franchisors will have parent entities, affiliates and predecessors. As franchise systems evolve, identifying the client and potential conflicts among the stakeholders becomes more complex.
- Spotting potential conflicts: Evaluating potential conflicts of interest – both external and internal within the organization and key participants – is essential. Is joint representation of key stakeholders possible and what actions may be required if developments reveal a conflict during the course of a joint representation? Factors at play include who has authority to act for the company or to direct the representation, to whom does the attorney report and how may this change and the attorney’s past representations. As the numbers of franchise system sales and multi-brand portfolios rise, so does the potential for thorny conflicts. In-house counsel may face particularly awkward issues navigating internal conflicts.
- Protecting the attorney client privilege: Considerations include how to maximize assistance from PR personnel and consultants without compromising the attorney client privilege.

The issues and possible ethical hazards vary based on the business (is it publicly traded or privately held) and the nature of the crisis and conflict (was there criminal or ethical misconduct by employees or an executive, a product defect, fraud, bankruptcy or public and customer relations controversy). Whatever the source or type of business, attorneys counseling clients during a business crisis need to prepare for a host of interesting ethical issues.

Speakers: **James Rubinger**, Partner, Plave Koch PLC.; **Daniel Waddell**, Senior Counsel, Papa John’s International, Inc.; **Pete Ward**, General Counsel, Tropical Smoothie Café

*Ethics Course

Supply and Demand: How to Negotiate Supplier Agreements and Work with Franchisees Regarding their Implementation

Cannon/Hart/Russell

Few things are as pivotal to a successful franchise brand than the uniformity of products offered and sold. In order to achieve such uniformity, franchisors often benefit from negotiating systemwide supply contracts. However, a number of hurdles can stand in the way of achieving this goal, such as: (i) finding a supply chain capable of supporting an entire system; (ii) securing the best possible competitive pricing for such supply chain; (iii) requiring franchisee compliance with such sources of supply and standard contract terms; and, (iv) avoiding competition issues. This session will explore the ins and outs of securing, negotiating and implementing system supply chains.

Speakers: **Curtis Gimson**, Consultant, Arby's Restaurant Group; **Robert G. Huelin**, VP, Legal and Compliance, Wireless Zone; **David Ramsey**, Attorney, Kaufmann Gildin & Robbins LLP

Unique Issues in Arbitrating International Cases

Dirksen

This session will examine:

- Venue considerations.
- Evidentiary issues.
- Discovery issues.
- Enforcement of awards.
- Drafting arbitration clauses.

Speakers: **Jiri Jaeger**, Partner, Bird & Bird LLP; **Jeffrey Karlin**, Director & Legal Counsel, Dunkin'Brands, Inc.

Why Is the State Examiner Making Me Change That Disclosure? Dealing with the Unusual, Uncommon, or Atypical Comments That State Examiners Raise

Grand Ballroom – Salon IV

- Overview of the NASAA Guidelines and their intersection with the FTC Franchise Rule.
- Address the state securities agencies that actively comment on FDDs (and have authority to do so based on state law).
- Provide suggested tips for assessing the comments and responding to them.
- Discuss whether NASAA's new State Cover Sheet proposal may help to clarify some areas of ambiguity.

Speakers: **Mike Drumm**, CFE, Attorney, Drumm Law, LLC; **Matthew Kreutzer**, Member, Howard & Howard Attorneys PLLC; **John Moore**, Partner, Husch Blackwell LLP

Basics Track: Handling Defaults and Terminations

Capitol Ballroom – Salon G

This program will discuss how to handle franchise defaults in order to secure compliance with the franchise agreement, while minimizing potential franchisor liability. Topics to be discussed include:

- Identifying potential problems before they arise.
- Considerations in deciding to default/terminate.
- Navigating the labyrinth of state relationship laws.
- Steps in the default/termination process.
- Dealing with other franchisees.
- Enforcing termination and post-term obligations.

Moderator: **Aaron-Michael Sapp**, Partner, Cheng Cohen LLC

Speakers: **Nicole Liguori Micklich**, Partner, Urso, Liguori & Micklich; **Sarah Osborn Hill**, Counsel, KFC Corporation

3:00 pm – 3:30 pm

Refreshment Break
Grand Foyer

3:30 pm – 4:45 pm Concurrent Sessions

Enforcement and Risks of Post-termination Buy-backs and in Term Step-in Rights

Dirksen

- How should the franchise agreement provide for a valuation method for buy backs?
- Under what circumstances can and should the franchisor take over the franchisee's location?
- What are the risks associated with taking over a franchisee's location during the term?
- Where and how to enforce buy-back clauses and assumption provisions.

Speakers: **Morgan Ben-David**, Founding Partner, AXS Law; **James Goniea**, General Counsel, Anytime Fitness LLC; **Patrick Maslyn**, Of Counsel, Kaufman & Canoles

Food Delivery Service Issues

Capitol Ballroom – Salon D

See initial listing on page 3 for full description and speakers.

Franchise Agreement Provisions You Should Expect to Negotiate When Entering into Non-Traditional Locations and in Other Unique Situations

Cannon/Hart/Russell

“We don't negotiate Franchise Agreements...or do we?” Sometimes our time tested provisions will not best serve the franchise system we support. When is it appropriate to modify franchise agreements and how do you go about doing it? This session will answer these questions and provide practical guidance from people to manage these issues every day.

- Negotiated Provisions – Non Traditional Spaces
 - Food
 - Service
 - Hospitality
 - (Others)
- Negotiated Provisions – Unique Situations
- Tactics
 - Franchisee Lawyer Negotiation Tactics
 - Franchisor Lawyer Negotiation Tactics
 - Managing Disparate Franchise Agreements
- Registration Considerations of Negotiated Changes (Registrations States)

Speakers: **Maral Kilejian**, CFE, Partner, Haynes and Boone, LLP; **Jonathan Koudelka**, CFE, General Counsel, Franworth; **Chelsea Severson**, Corporate Counsel, HMS Host

In the Limelight: Non-solicitation Clauses and Franchise Agreements

Capitol Ballroom – Salon F

Non-solicitation agreements in FDDs and other franchise documents are coming under scrutiny at the federal and state level. What is the potential impact of proposed legislation at the federal and state levels or other attorney general actions? Are states reacting differently? Should all franchise systems be concerned?

Speakers: **Richard Duncan**, Partner, Faegre Baker Daniels LLP; **Jan Gilbert**, Principal, Gray Plant Mooty; **Todd Leff**, President & CEO, Hand & Stone Massage and Facial Spa

The Distribution of Legal Cannabis – Impact and Opportunities for Franchising

Capitol Ballroom – Salon E

In several U.S. states and in all of Canada the sale and distribution of medical and/or recreational cannabis has been legalized. This workshop will address:

- What type of Cannabis use and distribution is legal and where in the US and Canada?
- What is the current state of the business climate and market...a new “Gold Rush”?
- What is the role for franchising in the distribution of Cannabis?
- What unique issues arise in a Cannabis business, including production, licensing, distribution, banking, tax, packaging and labeling, advertising and marketing and trademark protection, branding and licensing.
- What is the near and long term future hold in regard to legalization? What pitfalls await?

Moderator: Frank Robinson, Partner, Cassels Brock & Blackwell LLP

Speakers: Dave Koch, Managing Partner, Plave Koch PLC; Dawn Newton, Partner, Donahue Fitzgerald LLP

What is the Blockchain and Why it is Critical to the Future of Your Domestic and International Business?

Grand Ballroom – Salon IV

See initial listing on page 4 for full description and speakers.

Basics Track: Mergers and Acquisitions

Capitol Ballroom – Salon G

This session will provide the basics for acquiring and selling a franchise system.

- Transaction structure and key considerations (for example, asset purchase vs. equity purchase).
- Valuation metrics.
- Due Diligence considerations.
- Key deal negotiation points (confidentiality agreements, exclusivity, breakup/reverse breakup fees, holdback, etc.).
- Disclosure considerations (FTC, SEC, franchisees, employees, etc.).
- System transition post-closing.

Speakers: Brian Balconi, General Counsel, The Cleaning Authority; Richard Morey, CFE, Partner, DLA Piper LLP (US); Michael Weinberg, Partner, Levine Leichtman Capital Partners

5:00 pm – 6:30 pm

Networking Reception

Penn Avenue Terrace (Lobby Level)

TUESDAY, MAY 7

8:00 am – 3:30 pm

Registration Desk Open

Grand Foyer

8:00 am – 8:30 am

Continental Breakfast

Grand Foyer

8:30 am – 10:00 am **General Session with Judicial Update**

Grand Ballroom – Salons I – III

Join us for the always popular Judicial Update where our speakers will identify key franchise legal trends that are impacting the franchise community and examine what the most important cases mean for the future of franchising's legal and business operations. Expert speakers will cover trends and cases in the following areas:



Moderator: Michael Joblove, Attorney, Genovese Joblove & Battista, P.A.



Plaintiff Antitrust Class Actions over Franchise Agreement No-Poaching Provisions, State Investigations of No-Poaching Provisions, and Related Matters.

Speaker: Jennifer Maffett-Nickelman, Partner, Thompson Hine, LLP



Joint Employer and Misclassification Cases.

Speaker: Robert Einhorn, Managing Partner, Zarco, Einhorn, Salkowski & Brito, P.A.



Deficient FDD Disclosure Cases.

Speaker: Andra Terrell, Vice President & Deputy General Counsel, Church's Chicken



Unapproved Franchise Transfer Cases.

Speaker: Meredith Barnes, Corporate Counsel, FOCUS Brands, Inc.



Franchise Termination and Bankruptcy Cases.

Speaker: Keri McWilliams, Partner, Nixon Peabody



Encroachment Cases.

Speaker: Deborah Coldwell, Partner, Haynes and Boone, LLP



State Law Issues Not Covered by the Above.

Speaker: Mark Cloutre, Partner, Nelson, Mullins, Riley & Scarborough LLP

10:00 am – 10:15 am **Refreshment Break**

Grand Foyer

10:15 am – 11:30 am **Concurrent Sessions**

Digital Transformation in a Franchise System: Keeping Up with The Technology Race Within the Bounds of Existing Agreements

Capitol Ballroom – Salon D

See initial listing on page 3 for full description and speakers.

How to Best Avoid or Defend an ADA Drive-By Lawsuit

Capitol Ballroom – Salon E

See initial listing on page 7 for full description and speakers.

In the Limelight: Non-solicitation Clauses and Franchise Agreements

Grand Ballroom – Salon IV

See initial listing on page 9 for full description and speakers.

Legal Ethics in Counseling Franchise Systems in Crisis*

Capitol Ballroom – Salon F

See initial listing on page 7 for full description and speakers.

*Ethics Course

Unique Issues in Arbitrating International Cases

Cannon/Hart/Russell

See initial listing on page 8 for full description and speakers.

Basics Track: Franchisor's Intellectual Property and How to Protect It

Capitol Ballroom – Salon G

- Basic Types of Intellectual Property
 - Trademarks
 - Copyrights
 - Trade Secrets
 - Patents
- Franchising and IP
 - Ownership of the IP
 - Franchise Agreement provisions
 - FDD disclosures
- Trademark and other IP registrations
 - State, federal and international registrations
 - Enforcing/protecting the franchisor's IP rights
 - Against franchisees
 - Against third parties
 - IP protection in the Internet age

Speakers: Vincent Frantz, Attorney, Cheng Cohen LLC; Christopher Kelly, Partner, Wiley Rein

11:45 am - 1:15 pm

Networking Luncheon with IFA Government Relations Update

Grand Ballroom – Salons I – III

IFA's Government Relations & Public Policy team will join us to provide an up-to-the-minute account of legislative and regulatory issues affecting franchising on both federal and state levels.



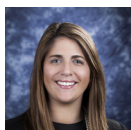
Moderator: Matt Haller, SVP, Government Relations and Public Affairs, IFA

Speakers: Suzanne Beall, VP, Government Relations and Public Policy, IFA; **Jeff Hanscom**, VP, State Government Relations and Public Policy, IFA; **Michael Layman**, VP, Federal Government Relations, IFA

Back to Sanity – The Impact of Proposed Labor Department Rules on Franchise Businesses

Speakers: Senior Labor Department Officials

Resolving the Conflict in Trademark & Employment Law – How IFA is lobbying for the Trademark Licensing & Protection Act (and how you can help!)



Speakers: Stuart Hershman, Partner, DLA Piper LLP (US); Chair, Legal Symposium Task Force; **Suzanne Beall**, VP, Government Relations and Public Policy, IFA; **Erica Farage**, VP, Political Affairs and Grassroots Advocacy, IFA

1:30 pm - 2:45 pm

Concurrent Sessions

Enforcement and Risks of Post-termination Buy-backs and in Term Step-in Rights

Grand Ballroom – Salon IV

See initial listing on page 9 for full description and speakers.

Franchise Agreement Provisions You Should Expect to Negotiate When Entering into Non-Traditional Locations and in Other Unique Situations

Capitol Ballroom – Salon F

See initial listing on page 9 for full description and speakers.

Supply and Demand: How to Negotiate Supplier Agreements and Work with Franchisees Regarding their Implementation

Cannon/Hart/Russell

See initial listing on page 8 for full description and speakers.

The Distribution of Legal Cannabis – Impact and Opportunities for Franchising

Capitol Ballroom – Salon E

See initial listing on page 10 for full description and speakers.

Why Is the State Examiner Making Me Change That Disclosure? Dealing with the Unusual, Uncommon, or Atypical Comments That State Examiners Raise

Capitol Ballroom – Salon D

See initial listing on page 8 for full description and speakers.

Basic Track: Franchise Litigation

Capitol Ballroom – Salon G

Given the unique relationship between parties who enter into franchise and distribution agreements, it is no surprise that litigation is a common outcome when one party—or both—feels wronged by the relationship. This program will identify and explore key issues that a party to a franchise agreement or legal practitioner should consider when in the throes of a franchise dispute. The session will cover, among other things:

- Litigation vs. alternative dispute resolution.
- Pre-trial procedural matters and motion practice.
- Common claims and defenses by franchisors and franchisees.
- Discovery issues.
- And many other fundamentals of franchise litigation.

Speakers: **Stacy Howard**, Senior Counsel, Commercial Litigation, McDonald’s Corporation; **Christopher Mair**, Associate, Greenberg Traurig, LLP

2:45 pm – 3:00 pm

Refreshment Break

Grand Foyer

3:00 pm – 4:15 pm

Concurrent Sessions

Franchisee Litigation Perspective

Capitol Ballroom – Salon E

See initial listing on page 7 for full description and speakers.

Just How Far Can a Franchisor Go? Ensuring System-Wide Compliance with Price Promotions Navigating the Changing Privacy and Data Security Landscape

Grand Ballroom – Salon IV

See initial listing on page 3 for full description and speakers.

Navigating the Changing Privacy and Data Security Landscape

Capitol Ballroom – Salon D

See initial listing on page 4 for full description and speakers.

Service Brands - You’re Not Selling Burgers

Capitol Ballroom – Salon F

See initial listing on page 4 for full description and speakers.

Basics Track: Expanding Internationally

Capitol Ballroom – Salon G

A co-production of the IFA Legal Symposium and IFA/IBA Joint Conference, this program is intended to bridge the annual IFA Legal Symposium and annual IFA/IBA Joint Conference on International Franchising that immediately follows. To better leverage the vast international franchising resources that will be in attendance, we are inviting you to learn the fundamentals from an incredibly knowledgeable group of lawyers and other advisors from the U.S. and around the world, and then register to stay on for the IFA/IBA Joint Conference that follow. Use this as an opportunity to learn more and meet franchise lawyers from the U.S. and around the world.

International expansion is not without pitfalls and challenges for franchisors. This program aims to address some of these challenges and provide insight into those issues of primary concern. These include:

- Assessing a franchisor's readiness for international expansion.
- Selecting the countries for development.
- Deciding on the deal structure.
- Choosing the right franchise partner.
- Key business terms to address.
- Understanding local law and franchise registration/disclosure obligations and trademark requirements.
- Understanding the applicability of domestic law and its impact on an international franchise agreement.

Moderator: **Francesca Turitto**, Of Counsel, Studio Roma Legal Partners

Speakers: **Larry Weinberg, CFE**, Partner, Cassels Brock & Blackwell LLP; **Donald Wray**, Senior Corporate Counsel, Domino's; **Tao Xu**, Partner, DLA Piper LLP (US)

4:15 pm

Legal Symposium Official Adjournment

4:30 pm – 6:00 pm

**Joint Legal Legislative Committee & Legislative Action
Group Meeting**
Grand Ballroom – Salon II



SEE YOU NEXT YEAR!



**LEGAL SYMPOSIUM 2020
MAY 3-5, 2020
GRAND HYATT
WASHINGTON, DC**



International Franchise Association
1900 K Street, NW, Suite 700
Washington, DC 20006
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