

AGENDA

9:30 a.m. – 10:00 a.m. Registration

10:00 a.m. – 10:10 a.m. Welcome and Introductions

10:10 a.m. – 10:35 a.m. **Food Delivery Service Issues**

Franchise 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? Should franchisee participation be voluntary or mandatory? Is there still a place for in-house delivery programs?

Breton Permesly, Esq.

Greenberg Traurig, LLP | New York, NY

James Walker, CFE

Nathans’s Famous | New York, NY

10:35 a.m. – 11:25 a.m. **Liabilities of Individuals for their Business’s Debts**

Review of the circumstances under which stockholders, officers, directors, members or partners of a corporation, LLC or LLP can be held personally liable for debts owed by the business, by (1) agreement (guarantee); (2) judicial decision, or (3) statute. The program will include a review of the judicial doctrines of piercing the corporate veil; breach of fiduciary duty upon insolvency; the corporate opportunity doctrine, and the duty of loyalty and fair dealing; and when there may be personal liability (a) under NY Business Corporation Law Sections 719 and 720; (b) to the IRS and NY State for fiduciary taxes/trust fund taxes (taxes withheld from

employees' wages such as income or social security taxes, which are required to be held in trust for US Treasury or NY State, or taxes collected from customers on sales, which are required to be held in trust for NY State); (c) the Fair Labor Standards Act (FLSA) &.or NY Business Corporation Law Section 630; (d) ERISA; and (e) the Lanham Act. Personal liability for violations of the federal WARN Act will also be reviewed.

Neil Ackerman, Esq.

Ackerman Fox, LLP | East Meadow, NY

11:25 a.m. – 11:50 a.m. **Insurance Law Update**

Giancarlo M. Stanton, Esq.

Swyfft | Woodbridge, CT

11:50 a.m. – 12:05 p.m. Break

12:05 p.m. – 12:55 p.m. **Key Considerations in Cross-Border Mergers & Acquisitions Involving U.S. Targets**

In spite of geopolitical tensions, roughly 40% of M&A deals in 2018 was cross-border. This number does not include countless cross-border M&A deals that failed to close for various reasons. This panel will address key legal, tax and business considerations for successful closing of a cross-border investment involving US targets.

Melanie Chen, Managing Director

UHY, LLP | New York, NY

Coco Kee, Managing Director

Kee Global Advisors | New York, NY

Ruth Jin, Esq., Partner

Jin & Koppell | New York, NY

12:55 p.m. – 2:00 p.m. Networking Lunch, Writing Competition Awards

2:00 p.m. – 2:50 p.m.

Digital Assets and the Securities Laws: Interaction and Evolution

This program will discuss steps in the evolution of digital assets, coins or tokens as securities under the securities laws. Topics will include:

- Digital assets as securities under the Howey test; the SEC Frameworks and the Turnkey Jets no-action letter.
- SEC enforcement cases, and the focus on bringing token issuers without evidence of financial fraud into compliance
- Efforts to engage with SEC on no-action letters and broker-dealer and ATS registration
- The future of digital assets.

Peter LaVigne, Esq.

Goodwin Procter, LLP | New York, NY

Meghan Spillane, Esq.

Goodwin Procter, LLP | New York, NY

Jorge Tenreiro, Esq.

U.S. Securities and Exchange Commission | New York, NY

2:50 p.m. – 3:20 p.m.

Restraining Notices, Information Subpoenas and Levies: Compliance Issues Facing Financial Institutions

A review of the requirements for processing restraining notices, information subpoenas and levies applicable to customer deposit accounts, with a focus on the exemption requirements under New York's Exempt Income Protection Act (EIPA) and the U.S. Treasury Department's federal garnishment regulation. Recent case law addressing how to apply the EIPA to multiple accounts of the same customer, and the potential liability of financial institutions for failing to comply with the EIPA, will be discussed.

Tanweer S. Ansari, Esq. (Moderator)

The First National Bank of Long Island | Glen Head, NY

Joe Simon, Partner

Cullen and Dykman, LLP | Garden City, NY

3:15 p.m. – 3:30 p.m.

Break

3:30 p.m. – 3:55 p.m.

Legal Updates for Emerging-Growth Companies and the Funds That Invest in Them

- Legal updates that are relevant for emerging-growth companies and capital-raising for emerging-growth companies
- Legal and compliance updates for venture capital and other investment funds
- Cybersecurity updates that are relevant for emerging-growth companies and venture capital and other investment funds

Richard Chen, Partner

Richard L. Chen, PLLC | New York, NY

Christopher S. Edwards, Counsel

Reitler Kailas & Rosenblatt, LLC | New York, NY

Fizza Khan, Chief Executive Officer

Silver Regulatory Associates, LLC | New York, NY

Edward Kang, Partner

Edward C. Kang, LLC | New York, NY

3:55 p.m. – 4:45 p.m.

Attorney Escrow Accounts, IOLA and Ethics. What Every New Lawyer Needs to Know

Jay L. Hack, Esq

Gallet Dreyer & Berkey, LLP | New York, NY