

**40<sup>th</sup> Annual Corporate Counsel Institute**  
**May 17-18, 2018 • DoubleTree by Hilton Dallas Near the Galleria • Dallas, TX**  
**May 17-18, 2018 • Live Webcast**

**Thursday Morning, May 17, 2018**

**Presiding Officer:**

**Sylvia Ann Cardona**, Langley & Banack, Inc. - San Antonio, TX

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| 7:30 am<br>In Dallas Only | <b>Registration Opens</b><br><br>Includes continental breakfast.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| 8:20 am                   | <b>Welcoming Remarks</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| 8:30 am<br>0.75 hr        | <b>Recent Developments in Labor and Employment Law</b><br><br>Get the latest updates in labor and employment law, including developments under the current administration.<br><br>Gary D. Eisenstat, Ogletree, Deakins, Nash, Smoak & Stewart, P.C. - Dallas, TX                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| 9:15 am<br>0.75 hr        | <b>Employee Ideology v. Company Values</b><br><br>As mobile technology and media continue to evolve, individuals are increasingly able to express their personal beliefs to wider and wider audiences. Explore the practical and legal challenges presented when employees or agents express views that conflict with a company's cultural values. Real world situations are discussed, including the events of Charlottesville, Virginia, the viral manifesto on women in technology written by an individual engineer, Colin Kaepernick, and the recently acknowledged pattern of intolerable behavior by powerful figures in entertainment, media, politics, and business.<br><br>Jason Boulette, Boulette Golden & Marin L.L.P. - Austin, TX<br>Michael D. Marin, Boulette Golden & Marin L.L.P. - Austin, TX |
| 10:00 am<br>0.50 hr       | <b>Class Action Waivers and Arbitration Agreements</b><br><br>Since the NLRB's controversial decision in <i>D.R. Horton, Inc.</i> , courts have grappled with whether class action waivers in arbitration agreements are unlawful, culminating in the issue reaching the U.S. Supreme Court. Examine the latest rulings, legislation, and trends affecting both class action waivers and employment arbitration agreements.<br><br>Ron Chapman Jr., Ogletree Deakins - Dallas, TX                                                                                                                                                                                                                                                                                                                                 |
| 10:30 am                  | <b>Break</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| 10:45 am<br>1.00 hr       | <b>Drafting Contract Clauses That Actually Help if Litigation Arises</b><br><br>" Tried and true clauses " and boilerplate language can create a false sense of comfort and lead to adverse results in litigation if not periodically updated or checked against recent case law. Investigate how to successfully negotiate changes and terms while avoiding common pitfalls that are ordinarily overlooked.<br><br>Sylvia Ann Cardona, Langley & Banack, Inc. - San Antonio, TX<br>Karla Pascarella, Peckar & Abramson, P.C. - Austin, TX                                                                                                                                                                                                                                                                        |

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| 11:45 am<br>0.75 hr<br>0.25 hr ethics | <b>Best Practices in Corporate Governance When Lawyers Serve on Boards</b><br><br>Professionals regularly share their expertise by serving on a variety of boards of directors. Hear how can you avoid potential conflicts and how can you promote the best interests of all those whom you serve.<br><br>Moderator:<br>Jeffrey J. Walker, Masergy Communications, Inc. - Plano, TX<br>Panelists:<br>Melinda H. Brunger, Andrews Kurth LLP - Houston, TX<br>Neel Lemon, Baker Botts - Dallas, TX |
| 12:30 pm<br>In Dallas Only            | <b>Pick Up Lunch</b><br><br>Included in registration.                                                                                                                                                                                                                                                                                                                                                                                                                                            |

## Thursday Afternoon, May 17, 2018

### Presiding Officer:

**Jeffrey J. Walker**, Masergy Communications, Inc. - Plano, TX

### LUNCHEON PRESENTATION

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|                            | <b>Thank You to Our Luncheon Sponsor</b><br><b>Bracewell LLP</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| 12:50 pm<br>0.50 hr ethics | <b>Pro Bono Opportunities for In-House Counsel</b><br><br>Pro bono work doesn't just serve the community. Explore ways to integrate pro bono service into your practice, and learn how it can benefit you as well.<br><br>Marc E. Vockell, Dell Inc. - Round Rock, TX                                                                                                                                                                                                                                                                                                                                                                                  |
| 1:20 pm                    | <b>Break</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| 1:35 pm<br>0.50 hr         | <b>Shareholder Activism and Hostile Activity</b><br><br>Study the state-of-the-art tactics for activist defense, raid preparedness, board/corporate governance, and shareholder engagement. Practical "lessons learned" from high profile defense situations (including Whole Foods) illustrate essential principles.<br><br>William Anderson, Evercore - New York, NY                                                                                                                                                                                                                                                                                 |
| 2:05 pm<br>0.75 hr         | <b>Corporate Representative Depositions: From Train Wrecks to Clockwork</b><br><br>Hear the top 10 tips on what to do to more effectively work with your corporate representatives to make the experience both more tolerable for the witness and the results more palatable for counsel. Gain pointers from both the in-house and outside counsel perspectives that can demystify the preparation and help work towards a better result.<br><br>L. Brad Hancock, Holland & Knight LLP - Houston, TX<br>Victoria Heather Newman, TMX Finance Family of Companies - Savannah, GA<br>Materials By:<br>Jared L. Young, Holland & Knight LLP - Houston, TX |

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| 2:50 pm<br>0.50 hr                    | <b>Pitfalls of Joint Ventures</b><br><br>Discuss key issues that parties encounter in structuring and then living with joint ventures.<br><br>John Goodgame, Akin Gump Strauss Hauer & Feld LLP - Houston, TX                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| 3:20 pm                               | <b>Break</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| 3:30 pm<br>1.25 hrs<br>0.50 hr ethics | <b>Litigation Management Start to Finish: Lessons Learned in Trial</b><br><br>Examine five key issues that corporate counsel should consider in the overall strategy for managing litigation, including the selection of local counsel, and the formulation and implementation of responsible corporate citizen policies in the era of increased corporate scrutiny.<br><br>Moderator:<br>Stephen F. Malouf, Malouf & Nockels LLP - Dallas, TX<br>Panelists:<br>Ophelia F. Camiña, Susman Godfrey, L.L.P. - Dallas, TX<br>E. Leon Carter, Carter Scholer PLLC - Dallas, TX<br>Jeffrey A. Zlotky, NGP Energy Capital Management, LLC - Irving, TX |
| 4:45 pm                               | <b>Adjourn</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |

## Friday Morning, May 18, 2018

### Presiding Officer:

**Arthur T. Carter**, Littler Mendelson P.C. - Dallas, TX

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| 7:30 am<br>In Dallas Only            | <b>Conference Room Opens</b><br><br>Includes continental breakfast.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| 8:30 am<br>1.00 hr                   | <b>Natural Disasters: Lessons Learned</b><br><br>Gain tips for dealing with the legal and other challenges associated with disasters like Hurricane Harvey, including employee issues, force majeure, business continuity planning, recovery efforts, and maintaining good customer and public relations.<br><br>Moderator:<br>Geoff Gannaway, Beck Redden LLP - Houston, TX<br>Panelists:<br>Robyn M. Funk, Ogletree Deakins - Dallas, TX<br>Melinda Rich Harper, Mattress Firm - Houston, TX<br>Courtney B. Perez, Carter Scholer PLLC - Dallas, TX |
| 9:30 am<br>0.50 hr<br>0.25 hr ethics | <b>Avoiding the Witness Chair: Maintaining Privilege as In-House Counsel</b><br><br>Examine case law and gain tips for addressing the challenge of serving as in-house counsel and maintaining the attorney-client privilege.<br><br>James Matthew Dow, Jackson Walker LLP - Austin, TX                                                                                                                                                                                                                                                               |
| 10:00 am                             | <b>Break</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |

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| 10:15 am<br>0.75 hr                   | <p><b>Diversity in the Legal Department and Outside Firms</b></p> <p>Learn how to design and build a diverse legal team-inside and out-to achieve superior advice and drive better business results.</p> <p>Moderator:<br/>Elena Villaseñor Sullivan, USAA - San Antonio, TX</p> <p>Panelists:<br/>Uchechi A. Demaske, USAA - San Antonio, TX<br/>Jennifer Evans Morris, AT&amp;T - Dallas, TX<br/>John V. Trevino Jr., Mannatt, Phelps &amp; Phillips, LLP - Costa Mesa, CA</p> |
| 11:00 am<br>0.75 hr<br>0.25 hr ethics | <p><b>Multi-Firm Teams: Making Strategic Litigation Moves that Really Matter</b></p> <p>Explore of the roles appellate lawyers can play before and during trial, with a particular emphasis on ways to streamline the cost while also improving the effectiveness of litigation.</p> <p>Kirsten Castañeda, Alexander Dubose Jefferson &amp; Townsend LLP - Dallas, TX<br/>Roger D. Townsend, Alexander Dubose Jefferson &amp; Townsend LLP - Houston, TX</p>                     |
| 11:45 am<br>In Dallas Only            | <p><b>Pick Up Lunch</b></p> <p>Included in registration.</p>                                                                                                                                                                                                                                                                                                                                                                                                                     |

## Friday Afternoon, May 18, 2018

### Presiding Officer:

**Stephen E. Stein**, Thompson & Knight LLP - Dallas, TX

### LUNCHEON PRESENTATION

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| 12:05 pm<br>0.50 hr | <p><b>Marketing on the Digital Platform</b></p> <p>Discuss marketing trends and legal implications for advertising on digital and social channels including: influencer marketing and FTC compliance, digital rights and permissions, community management, and trends on mobile.</p> <p>Craig C. Carpenter, Thompson &amp; Knight LLP - Dallas, TX<br/>Caitlin Mitchell, The Richards Group - Dallas, TX</p> |
| 12:50 pm            | <p><b>Break</b></p>                                                                                                                                                                                                                                                                                                                                                                                           |
| 1:05 pm<br>1.00 hr  | <p><b>From the Mind of a Hacker</b></p> <p>With cybercrimes dominating the news, how can you avoid making yourself an attractive or easy target? Hear from a former NSA intelligence officer with over 20 years of experience in information security and learn how to understand the mind of a hacker.</p> <p>David J. Venable, Masergy Communications, Inc. - Plano, TX</p>                                 |

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| 2:05 pm<br>0.75 hr        | <p><b>Unwinding and Restructuring the Entity</b></p> <p>Review the "nuts and bolts" of business reorganization and examine the hidden tax consequences you might not see coming.</p> <p>Moderator:<br/>Marc J. Krasney, PS Lightwave, Inc. - Houston, TX</p> <p>Panelists:<br/>Brandon Bloom, Thompson &amp; Knight LLP - Dallas, TX<br/>Bill McDonald, Thompson &amp; Knight LLP - Houston, TX</p>                                                                                                                                                                                                                     |
| 2:50 pm                   | <b>Break</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| 3:00 pm<br>0.50 hr        | <p><b>Reps and Warranties Insurance</b></p> <p>Once an obscure product, reps and warranties insurance is becoming an everyday component of many M&amp;A deals. Learn how this increasingly prevalent way of allocating risk works, and how it can help in your next negotiation.</p> <p>Sarah H. Mitchell, Vinson &amp; Elkins LLP - Dallas, TX<br/>Michael A. Saslaw, Vinson &amp; Elkins LLP - Dallas, TX</p>                                                                                                                                                                                                         |
| 3:30 pm<br>1.00 hr ethics | <p><b>Ethical Hazards That Confront In-House Counsel</b></p> <p>Corporate counsel are the primary counsel for the organization. If the actions of senior management threaten to substantially injure the corporation, what must counsel do? When is counsel required to become a whistleblower? Under what circumstances are counsel required to disclose their own errors? During this final hour of the institute, explore the most challenging ethical obligations of in-house counsel.</p> <p>Sean Gorman, Bracewell LLP - Houston, TX<br/>Betty Ellsworth Ungerman, Lennox International Inc. - Richardson, TX</p> |
| 4:30 pm                   | <b>Adjourn</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |