

# Business Law Fundamentals

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**Pittsburgh, Pennsylvania  
September 20, 2012**

A Practical Guide to Essential Must-Knows

**Presented by**

Warren J. Archer, Jack Kearns III,  
Jeffrey T. Morris and Gregg R. Zegarelli

**Continuing Education:**

PA CLE - 6.0 (Incl. 1.0 ethics)

NJ CLE - 7.2 (Incl. 1.2 ethics)

CPE for Accountants/NASBA - 7.0

See inside for details!

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# SEMINAR OUTLINE

## I. FINANCIAL STATEMENTS 101

9:00 - 10:00, Jack Kearns III

- A. Income Statement
- B. Balance Sheet
- C. Cash vs. Accrual
- D. Red Flags to Look for in Financial Statements
- E. Reports on Financial Statements
  1. Audited Statements
  2. Reviewed Statements
  3. Compiled Statements
- F. Differences Between a Business' Financial Statement and Tax Return

## II. FORMING LIMITED LIABILITY COMPANIES (LLCS)

10:00 - 11:00, Jack Kearns III

- A. Initial Considerations
- B. Drafting Articles of Organization
- C. Drafting the Operating Agreement
- D. Rights and Duties of Members
- E. Management Structure
- F. Assignments of Membership Interests
- G. Buy-Sell Provisions
- H. Security Interests
- I. Disassociation
- J. Dissolution and Liquidation

## III. PREPARING COMMON BUSINESS CONTRACTS

11:15 - 12:15, Warren J. Archer

- A. The Well Drafted Contract vs. Poorly Drafted Contract
- B. Settlement Agreements and Releases
- C. Employment Agreements
- D. Non-Compete Agreements
- E. Confidentiality Agreements
- F. Separation Agreements
- G. Real Property Leases
- H. Indemnity Agreements
- I. Covenants Not to Sue
- J. Joint Venture Agreements

## IV. SALES AND USE TAX

1:15 - 2:15, Jeffrey T. Morris

- A. What Goods and Services are Taxable
- B. Keeping Up to Date on Taxable Units
- C. Determining Tax Base
- D. Registration, Permits and Reporting Requirements
- E. Tax Rates
- F. Compliance Penalties

## V. KEY PROCEDURES IN MERGERS AND ACQUISITIONS OF PRIVATELY-HELD COMPANIES

2:30 - 3:30, Warren J. Archer

- A. Preliminary Considerations
- B. Drafting Acquisition Documents
  1. Strategic Provisions in Stock and Asset Purchase Agreements
  2. Representations and Warranties
  3. Covenants and Conditions
  4. Indemnification and Adjustments to Price
  5. Legal Opinions
- C. Negotiation Strategies
- D. Tax Issues
- E. Pre-Closing, Closing, and Post-Closing Considerations and Checklists

## VI. ETHICS IN BUSINESS LAW

3:30 - 4:30, Gregg R. Zegarelli

- A. Avoiding Conflicts of Interest
- B. Organization as Client
- C. Reporting Fraud
- D. Social Media Concerns
  1. Advertising Regulations
  2. Unauthorized Practice of Law
  3. Client Confidentiality
  4. Terms of Service Contracts

\*If needed, the above agenda may be changed to best accommodate all of our attendees.

## WHO SHOULD ATTEND

This **basic-to-intermediate level course** provides the fundamentals of business law for:

- Attorneys
- In-House Counsel
- Accountants
- Paralegals

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# SEMINAR OVERVIEW

## Learn the Nuts and Bolts of Business Law

Are you looking to expand your areas of expertise? Does business law interest you but seem overwhelming? This fundamental course will provide you with practical, procedural-based information to successfully enter the field of business law. Don't miss this opportunity to broaden your knowledge and increase your arsenal of skills available to your clients. **Register today!**

## BENEFITS OF ATTENDING

- Learn the nuts and bolts of business law to expand your areas of expertise.
- Understand how to properly draft common business contracts to avoid future disputes.
- Enhance your credibility with experts and clients by understanding common accounting terms.
- Secure your clients' business interests: gain practical tips for drafting LLCs.
- Get the latest sales and use tax legislative updates.
- Ensure you or your clients are not crossing ethical lines: learn how technology blurs the line between work and personal lives.

## CREDIT INFORMATION

NBI is dedicated to providing you with courses that ensure you'll be able to satisfy all of your continuing education requirements. You can be confident that this program is not only carefully designed to meet its educational objectives, but also qualifies for continuing education credits we've arranged with the following credit-granting organizations.

The specific continuing education credit(s) listed are for attending the live seminar. For additional questions regarding continuing education credits, please contact us at **866-240-1890**.

**PA CLE - 6.0** - This program has been approved by the Pennsylvania Continuing Legal Education Board for a total of 6.0 hours, including 5.0 hours of substantive law, practice and procedure CLE credit and 1.0 hour of ethics, professionalism or substance abuse CLE credit.

Distance Learning credit is available for the recording + manual.

**NJ CLE - 7.2** - This program has been approved by the Board on Continuing Legal Education of the Supreme Court of New Jersey for 7.2 hours of total CLE credit. Of these, 1.2 qualify as hours of credit for ethics/professionalism.

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**CPE for Accountants/NASBA - 7.0** - NBI, Inc. is registered with the National Association of State Boards of Accountancy (NASBA) as a sponsor of continuing professional education on the National Registry of CPE Sponsors. State boards of accountancy have final authority on the acceptance of individual courses for CPE credit. Complaints regarding registered sponsors may be submitted to the National Registry of CPE Sponsors through its website: [www.learningmarket.org](http://www.learningmarket.org). This program is designed to qualify for 7.0 hours (based on

50 minute credit hour) of continuing professional education credit for accountants. For more information regarding administrative policies such as complaint and refund, please contact our offices at (800) 930-6182. This is a basic to intermediate level program presented in a group live setting. Accountants should have a basic understanding of key procedures in mergers and acquisitions.

This course will:

- Identify the steps to form a limited liability company.
  - Draft common business contracts.
  - Recognize social media and other ethical concerns when practicing business law.
- Field(s) of Study -- Behavioral Ethics; Taxation.

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- Aug. 8** Employee Documentation, Discipline & Discharge (60312)
- Aug. 10** The Anatomy of Title Insurance (60360)

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- Aug. 14** Foundational Principles of Easements (60361)
- Aug. 15** Your Guide to Effective Insurance Examination Under Oath (60315)
- Aug. 16** The Pickle Amendment and Disabled Adult Child (DAC) Benefits in Qualifying for Medicaid (60375)
- Aug. 16** Administering Small Estates: Time-Saving Tips (60377)
- Aug. 20** Key Cross-Examination Tactics Every Lawyer Must Know (60311)

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**WARREN J. ARCHER** is a attorney with the Pittsburgh office of Morella & Associates, where his main areas of practice are with the firm's corporate department. His practice concentrates in the areas of corporate and securities law, mergers and acquisitions, and complex business transactions. Mr. Archer's experience includes counseling start-up businesses, forming corporations, limited liability companies and joint ventures, and helping the new businesses obtain financing. He also counsels businesses on general legal matters and compliance with the securities laws. Mr. Archer's clients have ranged in size from start-ups to Fortune 100 companies. He earned his B.A. degree, summa cum laude, from the University of Pittsburgh, and is a member of Phi Beta Kappa; and he earned his J.D. degree from the University of Chicago, where he was a member of the *Law Review*. Mr. Archer is a member of the American Bar Association (member, The Federal Regulation of Securities Committee) and the Allegheny County Bar Association. He is an adjunct professor at Duquesne University, teaching in the history department. Mr. Archer is involved in various civic organizations and is a board member of the South Hills Interfaith Ministries, a charitable organization.

**JACK KEARNS III** is a member of the tax department of Eckert Seamans Cherin & Mellott, LLC, in Pittsburgh. His practice encompasses a wide variety of corporate and tax matters, with particular emphases on mergers and acquisitions, leverage leasing, corporate finance, business restructuring, project finance, tax, equity compensation and employee benefit programs; including internal revenue service, department of labor, pension benefits, guaranty corporation and securities and exchange commission matters. Mr. Kearns has spoken for various professional groups on his areas of practice. He received his A.B. degree from Columbia University and his J.D. degree, cum laude, from Fordham University. Mr. Kearns is a member of the Pennsylvania, New York State, New Jersey State and American bar associations.

**JEFFREY T. MORRIS** is a partner with the law firm of Morris Jobe & Cook Attorneys at Law, LLC, where he practices in the areas of zoning, construction, business and commercial litigation matters; representing lenders in state, federal and bankruptcy courts; as well as corporate, transactional and construction litigation matters. He is admitted to practice in Pennsylvania and West Virginia. Mr. Morris is a frequent lecturer to the Pennsylvania Bar Institute and the Federal Bar Association on commercial litigation and employment law issues. He is a member of the Pennsylvania, Allegheny (member, Construction Dispute Resolution Group) and American bar associations, and the American Arbitration Association (Commercial Arbitration Panel). Mr. Morris is vice chair of the Bradford-Wood Borough Planning Commission. He earned his B.A. degree, magna cum laude, from the University of Pittsburgh and his J.D. degree, cum laude, from the University of Pittsburgh School of Law.

**GREGG R. ZEGARELLI** is managing shareholder of the Technology & Entrepreneurial Ventures Law Group, P.C., where he concentrates in corporate and business transactions and intellectual property. His representation includes a dynamic mix of public and privately-held companies and advising on formation and growth strategies, venture capital, mergers and acquisitions, and licensing of technology and intellectual property. Mr. Zegarelli has personally negotiated significant deals with well-known companies including Coca-Cola, Disney, General Electric, Intel, Mattel, MGM, Microsoft, Sony and Xerox. He has given multiple accredited seminars on business and technology-related issues. Mr. Zegarelli has been interviewed by local and national media regarding a variety of legal issues, and his works have been cited in the *Pennsylvania Consolidated Statutes* and reprinted in the *MacMillan Encyclopedia* (Gale Group). He is a member of The District of Columbia Bar, and the Illinois State and Pennsylvania bar associations. Mr. Zegarelli has presided for more than 100 American Arbitration Association arbitration proceedings, and he regularly practices in the federal court. He earned his B.A. degree from Duquesne University and his J.D. degree from Duquesne University School of Law. Mr. Zegarelli is qualified to sit for the C.P.A. examination in Pennsylvania.

## PITTSBURGH (Hotel located in Canonsburg) SEPTEMBER 20

Hilton Garden Inn Pittsburgh Southpointe  
1000 Corporate Drive, Canonsburg PA 15317  
Phone: 724-743-5000

### SCHEDULE

REGISTRATION TIME 8:30 — 9:00 am

SEMINAR TIME 9:00 am — 4:30 pm

Complimentary snacks and refreshments are provided.  
Lunch is on your own.

### TUITION

\$339 for the first registrant

\$329 for each additional registrant

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\*Pre-registration is encouraged. If you need to register at the door, you may wish to call us first to confirm availability and to receive information regarding schedule or location changes.

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