

COURSE DESCRIPTIONS

101 Track Courses

Session 1: *Government Contractor Compliance* (Gill, Sharp)

A new era in federal contracting has begun and the government has increased its oversight of contractors and the way they do business. Contractor Compliance 101 will introduce you to the new statutes and regulations that affect your daily dealings with the federal government. The session will provide you with the nuts and bolts necessary to understand new federal contract compliance requirements and to assist you in implementing a compliance program for your company.

Session 2: *Government Investigations and Audit* (White, Gill)

Increased government spending means increased government oversight of how federal dollars are spent. This seminar will provide guidance to you on which federal agencies and offices are watching these dollars and how they are spent. Specifically, it will de-mystify the “alphabet soup” of offices that a contractor might encounter in the course of a government audit or investigation (OIG, GAO, CID, DCMA, DCAA, etc.). More importantly, it will provide you with information on what to do when the government calls and how to be prepared to answer that call. This session will also provide you with a basic overview of the False Claims Act and recent changes to the law that will profoundly impact government contractors.

Session 3: *Teaming, Joint Ventures, and Subcontracts* (Featherly, Sharp).

This session will focus on the basic considerations in teaming agreements, subcontracts and joint ventures. It will address the key elements of each of these agreements and reasons to use them. The session will focus on certain key SBA requirements, including affiliation, limitation on subcontracting, etc. There will also be a brief discussion of the Service Disabled Veteran Owned Small Business program, and for large businesses, a Small Business subcontracting plan under the FAR.

Session 4: *SBA 8(a) Program Basic Eligibility and Compliance Requirements.* (Roller, Ridle, Pope)

This session will focus on the basic 8(a) reporting requirements, controls and best practices for 8(a) companies and their ANC parents.

Session 5: *Intellectual Property (with an emphasis on the government contractor)* (Dziewit, White).

This session will focus on some key IP issues, particularly as they relate to government contractors, including:

- Basics of Copyright, Patent, and Trademark
- Trade Secrets, Proprietary Information, etc.
- Basic tools for protecting your IP
- Overview of Bayh-Dole
- Who Owns What: Emails, information and documents on the company computer and spyware software
- Use of NDA's and confidentiality agreements
- Handling IP and company data in hirings and departures



Session 6: *ANC Board Responsibilities for Federal Contracting and under the SBA 8(a) Program*
(Featherly, Meier)

This session will address the following questions:

- What responsibilities do ANC parent boards have in connection with the management of their 8(a) subsidiaries?
- What should ANC board members know about the 8(a) program in order to fulfill their responsibilities?
- What are the "piercing the corporate veil" considerations applicable to parent board involvement in the management of 8(a) subsidiaries?
- What are the pros and cons of using holding companies to own and manage 8(a) subsidiaries?

Session 7: *Preparing for a More Competitive Environment: Bid Protests in Federal and Alaska State Procurements:* (Tompkins, Gill, Sharp)

The increase in federal spending has brought many new participants in the competition for government contracts. In addition the federal government has placed an emphasis on competitive vs. sole source contracting. With the increased use in competitive procedures it is vital for contractors to understand the bid protest process. This session will provide you with an overview of the federal and state bid protest process to prepare you for both protesting and defending contract awards including a discussion on procedural, substantive and strategy issues. It will also include a discussion on Small Business Administration size determinations and challenges to a company's small business or 8(a) status.

Session 8: *Common Wage and Hour Pitfalls* (White)

This session will examine some key basic employment and wage and hour issues, including:

- Misclassification of non-exempt employees
- Who is actually a supervisor?
- Daily Rates
- Common mistakes that cause loss of exempt status.

201 Track Courses

Session 1: *SBA Advanced Compliance/Long-term Strategies for Development* (Tompkins, Roller)

This session will focus on challenges facing ANC's as they develop long-term plans for having multiple subsidiaries in the 8(a) program and will address the following issues:

- Management and reporting structures for multiple subsidiaries;
- Long term succession plans for new 8(a) development;
- Trends in the application process;
- JV and IDIQ reporting requirements;
- Potential changes to the 8(a) program and how they might impact each of the above.

Session 2: *ANC Board Responsibilities for Federal Contracting and Under the SBA 8(a) Program*
(Featherly, Tompkins, Meier)

This session will address some advanced topics in ANC oversight of federal contracting and 8(a) operations, including:

- What are some effective strategies for ensuring compliance programs are in place and being carried out properly?
- What is the role of the Board or Board Committees with respect to preventing and detecting potential wrong-doing?
- What are the appropriate up-front and on-going due diligence tools that should be used in vetting managers and potential business partners?
- What are some effective Strategies for getting information from your managers without interfering with their business?
- What are some key considerations in Executive Employment Agreements?

Session 3: *Advanced Issues in Internal and External Audits* (Tompkins, Gill)

The federal government is keeping a closer watch on how and where contractors are doing business with its money. This session will examine recent oversight initiatives involving federal contractors and 8(a) concerns. It will provide you with considerations for conducting your own internal investigations and audits. The session will also include in depth discussion of the Fraud Enforcement and Recovery Act of 2009's impact on recipients of Federal funds.

Session 4: *Advanced Government Contract Compliance Issues* (Tompkins, Gill)

This session will provide an advanced look into the new federal requirements for doing business with the government. Advanced Compliance Issues will guide you through the intricacies of the newly implemented rules on contractor compliance and mandatory disclosures to help you understand how the new rules will affect your company. It will provide valuable guidance and resources to assist your company in developing and managing effective and efficient compliance programs.

Session 5: *Advanced Joint Ventures and Prime/Sub Contracts in the SBA 8(a) Program* (Featherly, Tompkins)

This session will address a number of key issues including:

- What are the SBA's new requirements for joint ventures?
- How do you determine the eligibility of a joint venture for a small business procurement?
- Crafting acceptable mentor-protégé agreements in the current regulatory environment.
- Recent developments in Alaska Law regarding teaming agreements and effective teaming agreement negotiation.
- Making the best use of an attorney in connection with teaming agreements, joint venture agreements, and prime/sub contracts.
- Subcontracting to large business and how to use Small Business subcontracting plans to win more business.

Session 6: *Special Labor Requirements for Government Contractors: Davis Bacon, Service Contract Act Wage & Hour and Prevailing Wage Requirements* (Tompkins, White, Gill, Pope)

This session will discuss determining what special labor laws might apply to government contracts and what the basic requirements of each those laws provide. It will also examine wage determinations, how they are developed and what they require of contractors. For contracts with options or subject to wage determination revisions we will also examine the process by which contracting modifications and price adjustments are made. This session will also examine some special considerations, including record-keeping requirements, handling situations where employees split their time between covered and non-covered contracts, and what constitutes “fringe” benefits.

Session 7: *Corporate Indemnification of Directors and D&O Liability Insurance* (Featherly, Youngblut)

This course will examine the following issues:

- What ANC boards and executive management should know about corporate indemnification of directors and about Director's & Officer's liability insurance coverage.
- When is indemnification mandatory and when is it discretionary?
- Is it permissible for board members to vote for their own indemnification or for advancement by the corporation for their attorney fees?
- What are some of the common pitfalls in D&O policies?)

Session 8: *Intellectual Property* (Dziewit)

This course will examine the following issues:

- Pre-existing IP—Development at Private Expense
- IP in Teaming Agreements—Allocation of Rights
- IP under Government Contracts—What does the Government own and what do you get to keep
- Asserting IP Claims Under Government Contracts—how you can keep IP
- Software, Technical Data Rights, Patents—the rights about which you should know
- Highlights FAR/DFAR/Bayh-Dole and IP

This session covers advanced intellectual property (IP) issues and concerns, which leverages off of your basic IP understandings and protections. In particular, we will be looking at government contract clauses that affect your IP rights and interests in various stages of engaging in government contracting activities. We will look at your pre-existing IP, your IP in teaming agreements, and your IP under government contracts and the applicability of the relevant FARs/DFARs/Bayh-Dole clauses to your IP. We will also look at how you can keep rights to and assert rights to patents under government contracts. We will further consider the special issues surrounding software (pre-existing, developed and third-party) and related documentation under technical data rights in connection with restricted rights and limited rights assertions. This knowledge is a must so that you can avoid compromising, or in the worst scenario, losing, your IP. Knowledge is power....and IP.

Construction Track Courses

Session 1: *Advanced Bonding, Suretyship and Security on Projects* (Featherly, Williams, Youngblut)

PATTON BOGGS GOVERNMENT CONTRACTS AND CONSTRUCTION LAW CONFERENCE

This session will examine key issues related to bonding, suretyship and security on projects including:

- Implications of another company bonding your project
- Lines of Credit, Letters of Credit and what it all means for your company and project
- Escrow Agreements and how they may apply to your project

Session 2: *Construction Cost Accounting and How to Prepare an Effective Construction Claim*
(Williams, Jones, Pope)

Session 3: *(Shared session with Track 1: Teaming, Joint Venturing and Subcontracting)*
(Featherly, Sharp)

Session 4: *(Shared session with Track 2: Advanced Government Contracts Compliance)*
(Tompkins, Gill)

Session 5: *Contract Terminations* (Williams, Sharp)

This session will address key issues related to contract terminations including the following:

- What does a termination notice mean and how do you protect yourself?
- If the termination goes through, what contractual responsibility falls to the owner, contractor and/or the design professional?
- Who owns what when termination occurs.

Session 6: *(Shared session with Track 2: Special Labor Requirements)* (Tompkins, White, Gill, Pope)

Session 7: *(Shared session with Track 1: Preparing for a More Competitive Environment: Bid Protests)* (Tompkins, Gill, Sharp)

Session 8: *Stimulus Update: ARRA's reporting and Other Requirements* (Tompkins, Gill, Sharp)

This session will examine recent developments and up-coming requirements related to the "Stimulus" including

- The October 10 reporting deadline.
- What are the special reporting requirements,
- Special rules for Grantees and their sub-recipients vs. contracts, etc.
- Should companies seek an equitable adjustment if their contracts are modified to include ARRA requirements?