

FRANCHISE LAW

VIRTUAL SUMMIT



August 12-13

#FranchiseLaw2020

ABOUT THE EVENT

The Franchise Law Virtual Summit was designed for professionals in the legal and business community. This multi-day event taking place August 12-13 will focus on continuing areas of interest to franchise counsel with a specific emphasis on how legal and regulatory issues impact everyday business operations of the franchise system. Topics of discussion will include the most prominent legal issues coming out of the COVID-19 pandemic such as employment law, customer safety, liability, compliance, state and federal regulations, policy updates and more.

WHO SHOULD ATTEND

- All attorneys interested in franchise law
- In-house counsel
- Franchise CEOs
- Franchise development and sales executives
- Franchise legal and compliance officers
- Paralegals
- Franchise administrators
- Franchisees interested in learning more about the legal and business aspects of franchising
- All others concerned with franchising's legal, regulatory and business issues

HOW TO REGISTER

Sign up online by [clicking here](#) by August 11. Registration is \$199 per person.

REGISTER

EARN CLE CREDITS AND CFE CREDITS BY ATTENDING

BONUS FEATURES

Optional Social & Networking Event

In addition to premier educational content, one of the most important benefits of participating in the Franchise Law Virtual Summit is the opportunity to build relationships with franchise attorneys and business executives. We will host a virtual happy hour that will breakout to several rooms for smaller groups to network. Take advantage of your time away from the office by joining your colleagues for this happy hour where the only thing on the agenda is building your portfolio of contacts in the franchise industry.

On Demand Viewing

Are you stressed because you must choose one breakout session to attend during the live event? Now you can relax in the comfort of your own home and view this year's virtual educational content for up to three months after the event. Attend all the breakout sessions and any plenary sessions you may have missed!

WHAT DOES YOUR REGISTRATION FEE INCLUDE?

Registration fee includes event access, Happy Hour on August 12, course instruction, materials and post-event access for up to 3 months. IFA will also compile an event registration list which could include all contact information provided during the registration process for those who opt-in to having their contact information shared. The list will be sent to all attendees and event sponsors who, in accordance with their contracts with IFA, may use this information to contact you about their products, services, and special offers.

CANCELLATIONS

A 50% refund will be granted for cancellations received in writing at least 14 days in advance. No refunds are permitted for cancellations requested less than 14 days in advance. All cancellation requests should be sent to events@franchise.org. All refunds will be processed after the Franchise Law Virtual Summit takes place. Substitutions can be made by contacting events@franchise.org. A member of the IFA Events Team will follow-up with you within 48 business hours of receiving your request.

REGISTER

SCHEDULE

All times are Eastern

Wednesday, August 12, 2020

1:00-1:10 pm

Welcome

1:10-2:05 pm

Plenary Content

**COVID-19 Liability Threats to Franchising
– reopening issues, employment liability &
legislation**

2:05-2:15 pm

Break

2:15-3:10 pm

Breakout Sessions

1. Food for Thought: Managing the World of Third-Party Delivery Services
2. Conspiracy Theories: Establishing Third Party Liability in Franchise Litigation
3. Item 19 in 2020- FPRs in the New Decade
4. Challenges of Running an In-house Legal Department during COVID-19

3:15- 4:00 pm

Closing Plenary

Government Relations Update

5:00-6:00 pm

Happy Hour

Thursday, August 13, 2020

1:00-1:05 pm

Welcome

1:05-2:00 pm

Plenary Content

**Franchise Regulator Panel: State of Play in the
COVID Era**

2:05-2:15 pm

Break

2:15-3:10 pm

Breakout Sessions

1. Drafting Trends- What's New in Franchise Agreements?
2. Crisis Management in the Era of Fake News
3. Privacy Compliance in the Franchise World: Lessons Learned and New Developments

3:15-3:40 pm

Closing Plenary

**Legal Considerations with new Diversity, Equity,
and Inclusion Initiatives**

3:40-3:45 pm

Closing Comments

3:45 pm

Summit Adjourns

For full descriptions and speakers for the sessions above, see pages 5-10.

GENERAL SESSIONS

Welcome & General Session

Welcome: **Robert Cresanti, CFE**, President & CEO, International Franchise Association; **Stuart Hershman**, Program Chair; Partner, DLA Piper LLP (US)

COVID-19 Liability Threats to Franchising- Reopening Issues, Employment Liability & Legislation
Hear from Federal policymakers and Alabama Attorney General Steve Marshall about liability challenges facing franchised businesses across the country. While some franchise businesses were deemed essential and have remained open, others have just begun welcoming customers back in the doors, but either way, all are faced with potential liability threats related to COVID-19, whether from employees or consumers. This session will discuss both legal and legislative issues surrounding liability concerns for franchised businesses.

Moderator: **Jeff Hanscom**, VP, State Government Relations & Public Policy, International Franchise Association

Speaker: **Steve Marshall**, Attorney General; Alabama Attorney General's Office; **Congressman Henry Cuellar**, Ph.D, U.S. House of Representatives; **Alexandra Brisky Cunningham**, Partner, Hunton Andrews Kurth LLP

IFA Government Relations Update

IFA's Government Relations team will provide an overview of the federal and state legislative challenges facing the franchise business model in the wake of COVID-19, including liquidity, liability, and employment-related policy matters.

Speakers: **Matt Haller**, Senior VP, Government Relations & Public Affairs, International Franchise Association; **Suzanne Beall, CFE**, VP, Government Relations & Public Policy and Counsel, International Franchise Association; **Jeff Hanscom**, VP, State Government Relations & Public Policy, International Franchise Association; **Michael Layman**, VP, Federal Government Relations, International Franchise Association

GENERAL SESSIONS (CONTINUED)

Franchise Regulator Panel: State of Play in COVID Era

This program will cover a wide range of current issues in franchise registration and disclosure regulation, with practical guidance on state franchise regulatory compliance in the wake of COVID-19.

Speakers: **Suzanne Beall, CFE**, VP, Government Relations & Public Policy and Counsel, International Franchise Association; **Michelle Webster**, Senior Financial Legal Examiner, Washington Department of Financial Institutions; **Dale Cantone**, Assistant Attorney General, Maryland Attorney General's Office; **Theresa Leets**, Assistant Chief Counsel, California Department of Business Oversight

Balancing Legal Considerations with new Diversity, Equity and Inclusion Initiatives

This program will examine legal considerations in developing system goals related to diversity, equity and inclusion, including the effect of legislation on promoting diversity and balancing free speech in franchise systems with social media sensor.

Speakers: **Earsa Jackson, CFE**, Clark Hill Strasburger, Partner; IFA Diversity Institute Board Chair; **Marlén Cortez Morris**, Barnes & Thornburg LLP, Partner; IFA Diversity Institute Board Member **Richard Chapman**, Clark Hill Strasburger, Partner

Summit Closing Remarks: **Leonard MacPhee**, Program Vice Chair; Shareholder, Polsinelli

BREAKOUT SESSIONS

Conspiracy Theories: Establishing Third Party Liability in Franchise Litigation

Often times the deterioration of a franchise relationship involves more parties than just the franchisor and the franchisee. This session will explore varying forms of third-party liability that arise in franchise litigation. The presenters will discuss third party liability for breach of restrictive covenants, tortious interference, civil conspiracy, contributory trademark infringement, and trade secret misappropriation. Experienced litigators will teach us how to establish liability under these theories, ways to defend against such claims, and the tactical and strategic considerations involving third party claims.

Moderator: **Michael Einbinder**, Partner, Einbinder & Dunn LLP

Speakers: **Joseph Goode**, Founding Partner, Laffey Leitner & Goode, LLC; **Justin Sallis**, Attorney, Lathrop GPM; **Susan Tegt, CFE**, Attorney, Larkin Hoffman Daly & Lindgren

Drafting Trends – What’s New in Franchise Agreements?

As franchise arrangements evolve, so should your franchise documentation. This session will explore select provisions in light of current trends. The program will include:

- Private equity acquisitions
- Encroachment
- Social media
- Third party deliveries
- National accounts
- Data breaches
- Joint employment
- Customer list ownership
- Liquidated damages
- Anti-poaching

Moderator: **Thomas Pitegoff**, Principal, Offit Kurman Attorneys At Law

Speakers: **Samuel Wiczorek**, Attorney, Cheng Cohen; **Dawn Diaz**, General Counsel, Sun Holdings

BREAKOUT SESSIONS

Food for Thought: Managing the World of Third-Party Delivery Services

Last year's forum introduced the paradigm shift toward third-party delivery services for the restaurant industry. During the beginning of 2020, there were likely still some systems that were preparing for the world of third-party delivery services. COVID-19 has accelerated that process for most systems as restaurants have struggled to deal with emergency measures, mandatory closures, social distancing and other challenges that severely limited or prohibited business operations. We will continue the discussion this year by examining the following issues from legal and business perspectives:

- Determining the goals for your system when considering engaging a third-party aggregator
- How issues relating to data ownership impact future marketing efforts;
- Key provisions to consider when negotiating agreements with a third-party aggregator;
- Exploring the recent proliferation of ghost kitchens and its impact on the food-on-demand industry; and
- The impact of COVID-19 on third party delivery.

Speakers: **Amy Cheng, CFE**, Partner, Cheng Cohen; **Dominic Mochrie**, Partner, Osler, Hoskin & Harcourt LLP; **John Teza, CFE**, Former Principal, NRD Capital

Item 19 in 2020 — FPRs in the New Decade

With the adoption of the 2017 NASAA Franchise Commentary on Financial Performance Representations and 2020 NASAA Guidance on Disclosing Financial Performance Representations in the Time of COVID-19, franchisors are facing greater obstacles in presenting key financial performance data in Item 19. This session will discuss:

- Best practices in drafting compliant FPRs, including those for emerging brands and non-traditional locations.
- Common objections from state examiners during the registration process and best practices in crafting effective responses.
- Issues confronting franchisors and their attorneys in making Item 19 financial performance representations, including the use of FPRs in the franchise sales process.
- Factors to evaluate in determining whether a reasonable basis exists to include an FPR in response to the COVID-19 pandemic.

Moderator: **Joy Ann Kenny**, Associate, FisherZucker LLC

Speaker: **Megan Center, CFE**, Associate, Fox Rothschild LLP; **Max Staplin**, In-House Counsel, Brightway Insurance; **Diana Vilmenay**, Attorney & Shareholder, Polsinelli

BREAKOUT SESSIONS

Privacy Law Compliance in the Franchise World: Lessons Learned and New Developments

Franchise systems can start to hone new compliance strategies as best practices begin to emerge from the first eight months of the California Consumer Privacy Act (“CCPA”), effective since January 1, 2020. This session will focus on how privacy law developments in 2020 provide franchise systems with new opportunities (and challenges) in their compliance efforts. We will cover the franchise implications of CCPA litigation and enforcement actions in 2020, new compliance strategies and tools, and the latest privacy law developments.

Moderator: **Paul Luehr**, Partner, Faegre Baker Daniels

Speakers: **Heather Buchta**, Partner, Quarles & Brady, **Elizabeth Harding**, Shareholder, Polsinelli

Crisis Management in the Era of Fake News

In the era of instantaneous reporting and less than rigorous fact gathering, how does a franchise system safeguard its hard-earned goodwill and reputation? This session will examine the role of the lawyer in crisis management, including addressing bad press, protest sites, and customer outrage. The panelists will also provide advice on preparing for a crisis and weathering the storm once a crisis occurs, and managing and responding to “fake news” that is leaked from the system, including attempts to leverage the press to a franchisee’s advantage in civil litigation and settlement negotiations. They will also discuss procedural and tactical advice on how to best use the court or private dispute resolution to safeguard and defend one’s hard-earned goodwill and reputation.

Moderator: **Bethany Appleby**, Member, Appleby & Corcoran, LLC

Speakers: **John Gessner**, Partner, Fox Rothschild LLP; **Kathryn Kotel**, General Counsel, Smoothie King Franchises; **Sarah Walters**, Of Counsel, DLA Piper, **Bethany L. Appleby**, Member, Appleby & Corcoran, LLC

BREAKOUT SESSIONS

Meeting the Challenges of Running an In-House Legal Department in a COVID -19 Environment

The COVID-19 environment has already changed how in-house legal work is done. The economic impact is likely to be severe. Use of benchmarking for rates and costs, allocating work to a lesser number of firms or shifting to lower cost offices, improving ways for teams to work together and insourcing are just a few of the strategies being used. The question is whether in-house legal departments will return to prior ways of functioning or will they be required to adapt to a different normal and what will that look like? This panel will take this question on, addressing how their legal departments are meeting the challenge and providing recommendations for the future.

Moderator: **Kathleen Panek**, General Counsel, U.S. Business Holdings, Inc.

Speakers: **Gail Sharps Myers**, General Counsel, Denny's; **Tina Watts**, Associate Counsel, Commercial Law, Darden

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