

2006

# LEGAL AND FINANCIAL TOOLS FOR PRIVATE COMPANIES

*Special Sessions on Hispanic Business, and Negotiating Strategies*

Attorneys: Earn up to 11.75 Hours of Credit Including .25 Hour of Ethics Credit

Accountants: Earn up to 14.00 Hours of CPE Credit

CFP Credit Expected



January 19-20, 2006

InterContinental Stephen F. Austin Hotel, Austin, Texas

Sponsored by:  
Chiron Financial Group, Inc.

2006

# LEGAL AND FINANCIAL TOOLS FOR PRIVATE COMPANIES

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### THURSDAY MORNING, JANUARY 19, 2006

#### Presiding Officer:

Carol Bavousett Mattick  
Austin/San Antonio

#### 8:00 a.m. Registration Opens

Includes continental breakfast.

#### 8:50 a.m. Welcoming Remarks

### BUILDING BLOCKS: CONTRACTS, EMPLOYMENT, TAXES AND GOVERNANCE

9:00 a.m. 1.00 hr

#### Contracts as Legal and Business Tools: Opportunities and Pitfalls

A guide and review of key features, opportunities and pitfalls of contracts from the perspective of legal advisor, financial advisor and business owner.

Carol Bavousett Mattick, Austin/San Antonio

10:00 a.m. .75 hr

#### Avoiding Labor Pains

How to insulate the company from employment law claims and how to strengthen the company's defenses if a lawsuit is inevitable.

Connie L. Cornell, Austin

#### 10:45 a.m. Break

11:00 a.m. .75 hr

#### Special Tax and Governance Issues Faced by Pass-Through Entities

The majority of private businesses are held in some form of pass-through entity, such as an LLC or LLP, in order to avoid double taxation at the corporate level. LLPs and LLCs offer many advantages over corporations, in terms of tax treatment, allocations of profit and loss, and innovative control structures. This session covers special tax and governance issues faced by pass-through entities.

Adrienne Randle Bond, Houston

#### 11:45 a.m. Pick Up Box Lunch

Sponsored by Chiron Financial Group, Inc.

12:00 p.m. Lunch Presentation .75 hr

#### Effective Compensation Strategies: Options, Equity, and Bonuses—What Works in Various Types of Companies

Compensation tools and strategies that best incentivize management and employees may differ substantially depending on the goals and growth paths of the company. A panel of experienced business, legal and compensation advisors debate and discuss the role and structure of stock options, deferred comp and bonus plans, in light of corporate growth and liquidity event goals. Sample compensation documents will be included as written materials for this presentation (but will not be discussed).

Christopher S. Crawford, Houston  
Richard R. Ertel, Cedar Creek Lake  
Randy G. Finch, Austin

### THURSDAY AFTERNOON

Presiding Officer: Randy G. Finch, Austin

### RAISING CAPITAL, LIQUIDITY EVENTS, AND VALUATIONS

1:15 p.m. 1.25 hr

#### Raising Capital: Options, Process, Pitfalls

This session highlights options for raising capital, including a discussion of process and pitfalls: business, financial and legal issues will be covered and sample deal forms provided for financing from angel investors, venture capitalists, private equity groups, and senior lenders.

Adrienne Randle Bond, Houston  
Denise Voigt Crawford, Austin  
Randy G. Finch, Austin

2:30 p.m. 1.00 hr

#### Liquidity Events: How to Help Your Client Plan for and Choose the Right Alternative

Explore the differences between an outright sale of the company vs. a recapitalization—and other equity financings—in order to counsel clients who are considering how to realize value from their business. The speakers will also discuss recent examples of how to structure and negotiate these types of deals.

Randy G. Finch, Austin  
Robert R. Kibby, Dallas

#### 3:30 p.m. Break

3:45 p.m. .50 hr

#### Business Valuation 101

Using a "rule of thumb" to value a private company may be easy, but most likely not accurate. This session will provide an overview of the accepted business valuation approaches and methodologies used by professionals.

Lawrence (Larry) Schumann, Austin

4:15 p.m. .75 hr

#### Disputes Arising Among Business Owners of Privately Held Companies: *My Brother—He Ain't Heavy, but I Wish I had a Buy/Sell Agreement*

This topic focuses on the duties owed by business owners to the private entities they own and manage, and to other owners of the business. The discussion includes strategies for avoiding litigation by and among business owners in the formation, operation and dissolution of private companies and partnerships.

Ladd A. Hirsch, Dallas

5:00 p.m. .50 hr

#### Counseling the Business Client to be Litigation Savvy

From document retention to director's resignation—a nuts-and-bolts discussion of key litigation issues facing most private companies.

Robert M. O'Boyle, Austin

#### 5:30 p.m. Adjourn

### FRIDAY MORNING, JANUARY 20, 2006

Presiding Officer: Denise Voigt Crawford, Austin

### THE HISPANIC MARKET: SPECIAL ISSUES AND CONSIDERATIONS

9:00 a.m. .50 hr

#### Growth and Demographics of the Hispanic Market

An overview and analysis of the growth and demographic characterization of Hispanics in the U.S. with particular emphasis on Texas and the Southwest.

Kristine L. Hopkins, Austin

9:30 a.m. .75 hr

### Reaching Hispanic Markets: Myths, Pitfalls and Opportunities

How to de-mystify (and de-mythicize) the Latino consumer in the U.S.

Jerry Hough, San Antonio

10:15 a.m. .50 hr

### The Entrepreneur's Perspective

Strategies for success and views on growth and succession. What the entrepreneur looks for in legal and financial service providers.

Russell S. Molina, Houston

10:45 a.m. Break

11:00 a.m. 1.50 hr

### Effective Negotiating Strategies Workshop

What kinds of behaviors and thought patterns contribute to good negotiated outcomes? In this session, we'll briefly explore some best practices, and some frequent pitfalls, evident in common business negotiations.

Gaylen Paulson, Austin

12:30 p.m. Lunch on Your Own

## FRIDAY AFTERNOON

**Presiding Officer: Carol Bavousett Mattick**  
Austin/San Antonio

1:30 p.m. .50 hr

### Innovative Strategies to Take Money Out of the Closely-Held Business

This presentation will outline alternate planning methods available to particular business entities and their owners to use at year end and during the taxable year to take money out of the company while incurring the minimum federal income tax liability.

Darold E. Maxwell, Houston

2:00 p.m. .75 hr including .25 hr of ethics

### Planning for Succession: Special Tools and Considerations

A review of planning, implementation and documentation of various options to pass on the family business. The discussion covers effective use of the family business mission statement, non-competition agreements, entity choices, IRC 355 actions, employment agreements (including non-family employee deferred benefit agreements), and the ethical issues facing the lawyer who works with the family in the succession process.

Michael V. Bourland, Fort Worth  
Carol Bavousett Mattick, Austin/San Antonio

2:45 p.m. Adjourn

## REGISTRATION FOR PR06

### Mail this registration form to:

The University of Texas School of Law, Attn. PR06

P.O. Box 7759, Austin, TX 78713-7759 **or fax a copy to: (512) 475-6876**

PLEASE PRINT CLEARLY

Bar Card# \_\_\_\_\_ ☐ TX ☐ Other State: \_\_\_\_\_ ☐ N/A

Name [ Mr. / Ms. ] \_\_\_\_\_

Firm \_\_\_\_\_

Address \_\_\_\_\_

City \_\_\_\_\_ State \_\_\_\_\_ Zip \_\_\_\_\_

Telephone \_\_\_\_\_ Fax \_\_\_\_\_

Registrant's Email (required) \_\_\_\_\_

Assistant's Email (optional) \_\_\_\_\_

Invoices, confirmations and receipts are emailed to these addresses.

### REGISTRATION

**Includes Course Binder and Thursday Box Lunch Presentation**

☐ Early Registration Fee due by Wed. January 11, 2006..... \$375.00

☐ Registration Fee after Wed. January 11, 2006 ..... \$425.00

### THURSDAY BOX LUNCH SPONSORED BY CHIRON FINANCIAL GROUP, INC.

**Included in Conference Registration**

### CONFERENCE PUBLICATIONS AND MEDIA

**Allow 2-4 weeks from conference date for delivery.**

☐ Course Binder WITHOUT Conference Registration ..... \$200.00

☐ Audio CD Set ..... \$175.00

☐ eBinder on CD (PDF format) ..... \$200.00/\$50.00

(\$200 purchased alone, \$50 with registration or purchase of Course Binder, Audio CD Set)

**IN-HOUSE CLE:** Bring the conference in-house and learn at your convenience.

**Allow 2-4 weeks from conference date for delivery.**

☐ In-House CLE for 2—Includes Course Binder ..... \$750.00

\_\_\_\_\_ Add participants (includes Course Binders) for \$200 each ..... \$ \_\_\_\_\_

TOTAL ENCLOSED ..... \$ \_\_\_\_\_

### METHOD OF PAYMENT

☐ Check (make checks payable to: **The University of Texas at Austin**)

☐ VISA or ☐ Mastercard (sorry, no AMEX or Discover)

Card #     -     -     -

**X** \_\_\_\_\_  
Authorized Signature Exp. Date (mm/yy)

## AUSTIN

January 19-20, 2006

### CONFERENCE LOCATION



#### InterContinental Stephen F. Austin Hotel

701 Congress Avenue  
Austin, TX 78701  
512-457-8800

Special rate \$159  
(subject to availability)  
good through December 28, 2005

Parking: Valet—\$8  
Self parking lots nearby

### KEY DATES

#### Registration & Cancellation

January 11, 2006–5 p.m.  
*last day for early registration*  
add \$50 for registrations  
received after this time

January 13, 2006–5 p.m.  
*last day for full refund*

January 16, 2006–5 p.m.  
*last day for partial refunds*  
\$50 processing fee applied

January 19, 2006–9 a.m.  
*conference begins*

## CONFERENCE FACULTY

ADRIENNE RANDLE BOND  
Attorney-at-Law  
Houston

MICHAEL V. BOURLAND  
Bourland, Wall & Wenzel, P.C.  
Fort Worth

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Cornell Smith & Mierl, LLP  
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Cedar Creek Lake

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Clouse Dunn Hirsch LLP  
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Austin

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Dallas

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Dallas

MICHAEL MITCHELL  
San Antonio

## ABOUT THE CONFERENCE

There are many more privately held companies than publicly traded companies in the U.S. Many such companies are large and profitable. Private companies have unique cultures, often defined by the philosophies and skills of their equity holders.

If you advise private companies, or are a decision-maker at a private company—this program is for you. Key legal and financial issues—contracts, raising capital, sales and recapitalizations, employee issues, taking money out of a company, majority-minority shareholder disputes, valuations, succession planning—are presented in a practical manner, with checklists, forms, strategies, and resources you can immediately put to use.

This year's program includes special sessions on the demographics and marketing to the Hispanic community, as well as a negotiating strategies workshop. Thanks to Chiron Financial Group, Inc. for their generous sponsorship.

### ABOUT THE COVER



"Improv 117," oil on canvas  
is by David Newman. For  
more information, call  
512-293-1482 or visit  
[www.artworksbydavid.com](http://www.artworksbydavid.com)

M  
C  
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E

This course has been approved for Minimum Continuing Legal Education credit by the State Bar of Texas Committee on MCLE in the amount of 11.75 hours, of which .25 credit hour will apply to legal ethics/professional responsibility credit.

Online Courses  
[www.utcle.org](http://www.utcle.org)

# UTCLE

THE UNIVERSITY OF TEXAS AT AUSTIN  
THE UNIVERSITY OF TEXAS SCHOOL OF LAW  
P.O. Box 7759 • Austin, TX 78713-7759

*This program is not printed or mailed at state expense.*

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or call us at

512-475-6700

for more information